

TOY STORY 3

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DARKNESS. The CLICK-CLACK of a train.

A SCREAM.

Close on HAMM. His eyes rolled back in his head. His tongue sticking out. Distorted like in a fun house mirror.

WHEEZY (V.O.)

He's dead!

Pull back. Hamm is reflected in Woody's SHERIFF'S BADGE. WOODY pushes up his cowboy hat.

WOODY

This was no accident. This pig was murdered!

INT. A TRAIN CAR - DAY

ANDY'S TOYS are in the mahogany-panelled car of an old-fashioned LUXURY TRAIN, gathered around Hamm's body. They gasp. MR. SPELL spells out "GASP."

SLINKY

He's toast.

MR. POTATO HEAD

Actually, he's bacon.

WOODY

Now he can't squeal on whoever stole the priceless Hope Marble. Isn't that right--

(looking right at her)

Bo Peep.

Murmurs from the crowd. Mr. Spell spells out "MURMUR." BO PEEP staggers back, stunned.

BO PEEP

Woody, you know me! You know I'd never do something like this!

Woody grabs her hand from behind her back to reveal--

She's holding a huge ruby-red MARBLE.

WOODY

I've had a funny feeling about you this whole time. Call it my sheriff sense--

He steps toward her. Grabs her bonnet. And yanks off her RUBBER MASK to reveal--

MRS. POTATO HEAD. Another GASP from the crowd.

MRS. POTATO HEAD
Things aren't always as they appear,
Sheriff.

WOODY
You've got that right--

He grabs her head and yanks off ANOTHER MASK to reveal--

WOODY (CONT'D)
Rex!

REX shakes his arms in rage--

REX
Aaargh! Curses!

WOODY
It's over, you low-down lizard-in-the-
grass. I'm bringing you in.

REX
Not so fast, Woody.

Rex brandishes a SUCTION-CUP DART PISTOL. The crowd ducks.

REX (CONT'D)
You thwarted my dastardly plan, but
you'll never catch me!

WOODY
You're forgetting one thing.

Out the window behind Rex, something that looks like a METEOR
hurtles toward them, closing fast.

REX
Ha! What's that?

WOODY
My partner!

Rex whips around to see BUZZ LIGHTYEAR rocketing toward them
with his jet-pack. He SMASHES through the window and tackles
Rex. Rex fires wildly--

The dart sticks to the forehead of an old guy in an OIL
PAINTING.

BUZZ
In the name of Star Command, you're
under arrest!

But Rex stares coolly back at him.

REX
Mr. Lightyear, I give you a choice.
Me...or your girlfriend!

Buzz stops.

BUZZ
Why would I arrest my girlfriend?

Rex points a single claw-finger out the window, toward the ENGINE. Buzz peers out--

JESSIE's tied to the COW-CATCHER. She SCREAMS. Rex gives his own slightly pathetic version of a diabolical laugh and disappears through a trap door in the ceiling.

WOODY
(to Buzz)
You get Jessie! I'll take care of
the lizard!

Buzz climbs out the window and heads for the engine. Woody gives a WHISTLE--

His faithful steed BULLSEYE gallops into the car. Woody jumps on his back and they vault through the trap door.

EXT. THE TRAIN - DAY

Bullseye and Woody gallop across the top of the train, leaping from car to car after Rex. A steep CLIFF on one side. Rex stops at the CABOOSE as Woody points his six-shooter--

WOODY
I've got you, Rex. It's the end of
the line.

But Rex smiles.

REX
You're right, Woody. But not for me.
For you!

He points. Woody whips around. Ahead--

A massive CANYON. The BRIDGE over it is only half-built. The tracks end in mid-air.

REX (CONT'D)
Have a nice trip, Woody.

Rex leaps off the train, cackling maniacally as he falls over the cliff. He pulls the rip cord on a PARACHUTE, and as he drifts away--

REX (CONT'D)
See you next fall!

Woody swings down and pulls the EMERGENCY BRAKE. The caboose's wheels lock. SPARKS fly. But the engine keeps dragging it along.

WOODY
Hurry, everybody! To the caboose!

The other Toys race back to the caboose. Woody scans the top of the train--

WOODY (CONT'D)
Come on, Buzz!

Buzz appears, carrying the tied-up Jessie. He races along the top of the train. As he reaches the caboose--

The PIN holding it to the train SNAPS. Buzz tosses Jessie to the caboose as the train pulls away with him still on it.

The ENGINE plummets off the broken bridge. Car by car, the train goes over--

WOODY (CONT'D)
Buzz! Jump!

Buzz jumps--

Reaches out--

And clasps Woody's hand. Buzz dangles in Woody's grip as the train SMASHES to pieces on the rocks below. The front wheels of the caboose go over the edge--

And it stops.

Then his hand starts to slip. The caboose TEETERS. The Toys SCREAM.

ANDY'S MOM (O.S.)
Andy, time for breakfast!

INT. ANDY'S ROOM - DAY

A shoebox CABOOSE teeters at the edge of Andy's bed. Buzz dangles from Woody's hand. ANDY makes Buzz slip further--

ANDY
(as Woody)
Hang on, Buzz!
(as Buzz)
Got to...reach my...thrusters!

Great open,
5.
in Andy's
head

ANDY'S MOM comes in, feeding baby food to Andy's sister,
MOLLY.

ANDY'S MOM
Andy, come on! We're leaving in
twenty minutes!

ANDY
Coming!

As they turn to go, Molly spits out a mouthful of BABY FOOD--
It SPLATS in Mr. Potato Head's face. Molly GIGGLES.
The door SLAMS, and the Toys sit up. Mr. Potato Head wipes
himself off.

MR. POTATO HEAD
Baby food! I hate baby food!

Jr. 6612

WHEEZY
Did we make it? Are we alive?

HAMM
The suspense is killing me!

MR. POTATO HEAD
You were already dead!

WOODY
Of course we made it. Would Buzz and
I let you down?

BUZZ
Not on your life. Great work,
partner.

WOODY
Right back at ya.

They do a special, complicated BUZZ/WOODY HANDSHAKE.

JESSIE
I don't see why I always have to be
the damsel in distress. It's not
like I can't take care of myself.

She effortlessly slips out of the string tied around her wrist, grabs Rex's arm, and flips him with a THUD. Rex groans. Buzz raises an eyebrow.

BUZZ

Impressive.

Jessie sidles over to him, flirting--

JESSIE

So, Buzz. Sounds like you and me are boyfriend and girlfriend.

BUZZ

(flustered)

What? Oh. You mean, um, for the purposes of the, um, fantasy.

(catching himself)

I mean, not *my* fantasy. *Andy's* fantasy. You know. His game.

He looks around frantically, then points--

BUZZ (CONT'D)

Hey, look at that!

He goes over to a CHAIR.

BUZZ (CONT'D)

Great chair!

(tapping the leg)

That's real wood!

He looks around, grinning nervously. Jessie looks at Bo Peep and rolls her eyes.

REX

I hate being the bad guy. It makes me feel so guilty.

SLINKY

(to Woody)

How did you know it wasn't really Bo Peep?

BO PEEP

Woody knows the difference between me and some stinky old dinosaur.

(sultry)

Don't you, Woody?

← better line that conveys same

WOODY
(blushing)
Of course. Yes. You're...completely
different.

JESSIE
Hey! What happened to the marble?

Everybody looks around. Mr. Potato Head points at Rex--

MR. POTATO HEAD
You had it last.

REX
I don't know where it went!

MR. POTATO HEAD
I don't buy it.

He grabs Rex's head and starts pulling--

MR. POTATO HEAD (CONT'D)
Let's unmask this imposter!

REX
Ow!

Hamm casts a suspicious eye at Mr. Potato Head.

HAMM
I happen to know a certain root
vegetable who's had his eye on that
marble for a long time.

MR. POTATO HEAD
If you're gonna make accusations,
let's have a look under that cork!

Jessie steps in front of Slinky, eyeing him suspiciously--

JESSIE
Where are you slinking off to?

SLINKY
Don't look at me.

He jerks his head toward Wheezy, who's standing with his wings
behind his back. They both glare suspiciously at him. Wheezy
raises his wings innocently.

The room ERUPTS in angry accusations.

WOODY
Guys, guys!

He WHISTLES, and the room falls silent.

WOODY (CONT'D)

You're letting your imaginations run away with you. We're all friends here. And friends trust each other.

MR. POTATO HEAD

Yeah. Trust but verify.

BUZZ

Woody's right. There's probably a perfectly good explanation for where that marble went. We just need to review the facts.

Woody folds his cowboy hat into a Sherlock Holmes-style deerstalker and chews contemplatively on a soap-bubble pipe.

WOODY

Fact! The marble was in this room.
Fact! The marble has vanished. Thus we can deduce that the only person to leave the room took the marble.
Conclusion! Andy has the marble!

Woody blows a self-congratulatory bubble from the pipe.

BUZZ

Unfortunately, my friend, you've failed to take into account one fact.
(frowning at Rex's butt)
And I'm afraid it's not pretty.

He reaches for Rex's rear end, and with a POPPING SOUND--

Pulls out the marble. A GROAN of disgust from the Toys. The soap bubble POPS above Woody's head.

REX

I must have landed on it. I knew something felt weird down there.

Buzz hands the marble to Mrs. Potato Head and gingerly wipes his hands on BO PEEP'S SHEEP.

MRS. POTATO HEAD

Disgusting.

Woody sighs and steps forward--

WOODY

Everybody, listen up! I have an announcement to make!

But Slinky's looking out the window--

SLINKY

Hey! Look at that!

The Toys ignore Woody and scramble to the window. Below--

WORKMEN unload ladders and lumber from a van and carry them toward the house.

WHEEZY

What are they doing?

WOODY

Guys, that's what I'm trying to tell you.

They all turn to look at him.

WOODY (CONT'D)

Now, Buzz and I held off telling you about this, because we didn't want you to start worrying.

BUZZ

Woody feared that a paranoid mindset might seize the group.

REX

What? WHAT?! Oh, it's going to be terrible!

He drops to his knees, clutching his head. Woody rolls his eyes.

WOODY

Rex, it's no big deal. Andy's getting a little older, so he's getting his room redecorated a little. That's all.

Surprised MURMURS from all the Toys. Except for Hamm--

HAMM

Saw that coming a mile away.

JESSIE

How?

HAMM

Careful observation of the evidence. Plus I heard Andy and his Mom talking about it yesterday.

pacifying, placating, feels predictable

WHEEZY

What's he need to redecorate for? It looks fine the way it is.

BO PEEP

Is there going to be a theme?

REX

A theme?! What if I don't fit in with the theme?

MRS. POTATO HEAD

Yeah. I don't see you doin' mid-century modern, honey.

WOODY

Everybody just calm down. We're all gonna fit in just fine. It's just gonna take one day. While the workers are here, some of us are gonna get packed in boxes. And the rest of us are gonna--

He mumbles inaudibly into his hand. The Toys lean forward--

MR. POTATO HEAD

The rest of us are gonna what?

Woody takes a deep breath--

WOODY

The rest of us are going to Grandma's house.

The Toys explode in a chorus of GROANS and COMPLAINTS. Woody and Buzz look at each other--

WOODY (CONT'D)

That's what I was afraid of.

(to the Toys)

Guys, it's just for the night.

BUZZ

This "Grandma" figure must be a terrible individual.

WOODY

She's not terrible at all. She's a very sweet old lady.

The other Toys all give Woody a look.

WOODY (CONT'D)

Well. She's...sort of a...character.

MR. POTATO HEAD

Don't candy-coat it, Woody. The old bird's as crazy as they come.

REX

And her house is creepy!

SLINKY

Yeah. I get the heebie-jeebies every time we go there!

Woody laughs--

WOODY

The house is not creepy.

EXT. GRANDMA'S HOUSE - DAY

A rickety VICTORIAN HOUSE perched on a lonely hill. Ominous clouds swirl overhead. It's creepy.

Andy's Mom's CAR drives slowly up the driveway. Andy peers up apprehensively at the house.

ANDY

Does it have to be all night?

ANDY'S MOM

Come on, Andy. It'll be fun. Just think, when you get back, you'll have a whole new room!

Woody, Buzz, Hamm, Rex, Mr. Potato Head, Jessie, Slinky and Bullseye are in Andy's backpack in the back seat. They peer out at the spooky house--

REX

(whispering)

If we make it through the night.

INT. GRANDMA'S ATTIC - DAY

SOMEONE'S POV from the ATTIC WINDOW, pulling aside a lace curtain and peering out as Andy gets out of the car with his backpack.

EXT. GRANDMA'S HOUSE - DAY

From the open backpack, Woody looks up at the attic window. The lace curtain falls back into place. Woody frowns.

INT. GRANDMA'S FOYER - DAY

The door's open. Andy's Mom peeks in and looks around--

*Maybe open
Should
be in
another
room?*

ANDY'S MOM

Mom?

She frowns and steps inside, Andy behind her. From his backpack, the Toys look around--

The air is murky and dark in the vaulted foyer, pierced by dust-filled shafts of light. Dark wood everywhere. A rickety staircase winds to the upper floors. The ominous TICK-TOCK of a grandfather clock. Woody shivers slightly.

Grandma's Abyssinian cat, PERIWINKLE, sleeps on the windowsill. But no Grandma. Something feels wrong.

ANDY'S MOM (CONT'D)

Mom? Where are you?

They creep forward nervously. Behind them, a CLOSET DOOR swings silently open to reveal--

GRANDMA. Smiling maniacally, her CANE in one hand, and a STETHOSCOPE around her neck.

GRANDMA

(in a sing-song voice)

Hellooooo!

Andy and his mom nearly jump out of their skin.

ANDY

Jeez, Grandma! You scared me!

ANDY'S MOM

(a little concerned)

What are you doing in the closet, Mom?

GRANDMA

Listening to my pipes. I keep hearing humming in there.

ANDY'S MOM

(more concerned)

Your pipes are humming?

GRANDMA

I didn't say my pipes were humming. I think it's mice.

ANDY'S MOM

I don't think mice hum, Mom.

GRANDMA

Well, they won't be humming for long.
I put out about a hundred of these
little babies.

She holds up a MOUSE TRAP.

GRANDMA (CONT'D)

(kissing Andy)

Hello, dear. I understand you're
having a bit of work done on your
room.

ANDY

Yeah. 'Cause right now it's sort of
a little kid's room. But the new
one's gonna be real grown-up.

GRANDMA

Whatever you say, dear.

(to Andy's Mom)

Now, you run along. This day is for
me and Andrew.

Andy's Mom gives him a kiss.

ANDY

'Bye, Mom.

ANDY'S MOM

You two have fun!

Grandma smiles a lopsided smile.

GRANDMA

Don't worry. We'll have a grand old
time!

EXT. GRANDMA'S HOUSE - NIGHT

Lightning CRASHES directly above the house. Torrential rain
pounds the gabled roof.

INT. GRANDMA'S PARLOR - NIGHT

The rumble of THUNDER. Close on Grandma. Firelight glints
off her spectacles as she reads from a dusty old book--

GRANDMA

...and not one of those children was
ever seen or heard of again. But if
you walk by that house at night, some
say you can still hear the clanking
of the old iron chains!



She closes the book and chuckles.

GRANDMA (CONT'D)
Oh, that was a wonderful story!
Would you like to hear another one?

Close on Andy. He sits in a massive armchair in his pajamas, wide-eyed, clutching the arms in terror.

ANDY
(quietly)
No thanks.

INT. THE FOYER - NIGHT

The Toys listen in from the next room, petrified.

JESSIE
You call that a *bedtime story*?

MR. POTATO HEAD
The old battle-axe really knows how
to make you feel at home.

Rex looks around uneasily. The flickering old light bulbs cast sinister shadows on the peeling wallpaper.

REX
This place reminds me of a movie I
was too scared to watch once. I
think it was called *Death House*. Or
House of Death. Or *Deadly Death*
House of Death.

HAMM
Little known fact. Eighty percent of
these old houses are built on ancient
Indian burial grounds. Heavy-duty
ghost problem.

Buzz nods thoughtfully.

WOODY
Don't be ridiculous. Grandma's house
isn't haunted.

Suddenly, GHOSTLY HUMMING echoes faintly through the pipes.
They all freeze. Buzz crouches low, laser-arm outstretched.

SLINKY
What was that?

JESSIE
Sounded like a coyote.

HAMM
Or the lonely cry of a spirit, doomed
to walk the earth in atonement for
the sins he committed in life.

Woody's scared, but he tries to put on a brave face--

WOODY
Everybody calm down. It was probably
just the wind.

BUZZ
Negative. Wrong frequency. Sounded
more like some sort of life form.
Possibly trapped in a tin can.

Suddenly, thunder CRASHES. And the lights go out. From the
other room--

GRANDMA (O.S.)
Well, wouldn't you know it. There
goes the electricity.

The Toys look at each other.

WOODY
(muttering)
You've gotta be kidding me.

INT. THE STAIRWAY - NIGHT

Andy stands at the foot of a long, steep staircase leading up
into complete darkness. The Toys in his backpack. A small
FLASHLIGHT in his hand.

He takes a deep breath and starts climbing.

INT. HALLWAY - NIGHT

Andy passes a SPARE ROOM. Something RUSTLES. He shines the
flashlight inside--

All the furniture is covered in ghostly WHITE SHEETS. A
SCURRYING sound. A quick glimpse of something. A tail? Andy
hurries away fearfully.

INT. GUEST BEDROOM - NIGHT

RAIN beats against the window. Andy sits down gingerly on the
bed--

A YOWL. Andy jumps up--

Periwinkle the cat streaks out of the room.

Andy breathes a sigh of relief and climbs into bed, gathering the Toys around him. Grandma appears at the door, holding a candle.

ANDY
Good night, Grandma.

GRANDMA
Remember, as long as you stay under
the covers, no ghost can get you.
(kissing him on the head)
Sweet dreams.

She blows out the candle. In the dark, Andy pulls the covers up tight around his chin.

INT. GUEST BEDROOM - LATER

Andy's asleep. The Toys have slipped under the covers, holding them tightly up to their chins. Pan across them, wide awake, terrified.

REX
(whispering)
...So then everybody starts
disappearing, one by one! And nobody
knows who the murderer is!

WOODY
Will you please stop talking about
that movie! Everybody's spooked
enough as it is.

Suddenly, the GHOSTLY HUMMING echoes softly through the heating vent.

HAMM
That's helpful.

Mr. Potato Head feels around in his back compartment for something. Suddenly he realizes--

MR. POTATO HEAD
Oh, no.
(to Woody)
I, um, left one of my parts
downstairs. It's...important.

WOODY
What part?

MR. POTATO HEAD
Well, it's not mine exactly. It's...
(sheepish)
Mrs. Potato Head's lips.

They all look at him.

MR. POTATO HEAD (CONT'D)
She sent them with me to keep me
company.

HAMM
That's seriously weird.

MR. POTATO HEAD
You don't understand love, pork chop.

WOODY
We'll get them in the morning, Potato
Head.

MR. POTATO HEAD
What if we don't get a chance in the
morning? What am I supposed to tell
my wife? "Sorry, honey. I lost your
lips."

BUZZ
Don't worry, Potato Head. Woody and
I will get them for you.

He hops out of bed and turns to Woody--

BUZZ (CONT'D)
Come on, partner.

But Woody looks scared.

WOODY
Um. I don't think that's such a good
idea, Buzz.

BUZZ
Don't tell me you're scared, Sheriff.

WOODY
Me? Scared? Yeah, right.

He climbs out of bed, forcing a casual laugh.

REX
What about the rest of us? This is
precisely the mistake they made in
Deadly Death House of Death!
(MORE)

REX (CONT'D)
They split up! Never split up in a
spooky house!

SLINKY
Yeah. I'm stickin' with the guy with
the laser.

He jumps out of bed.

WOODY
Fine. We'll all go together.

INT. A HALLWAY - NIGHT

The Guest Bedroom door CREAKS open. The Toys all peer out--
The hallway stretches away ahead of them. Uneven floorboards.
Cobwebs. The moon framed in a leaded-glass window.

They hesitate. Then Buzz clicks on Andy's little flashlight,
holding it over his head, cop-style. He gestures to the Toys,
and they follow him into the vast, unfamiliar house.

INT. THE STAIRWAY - NIGHT

The Toys lower themselves quietly down the creaky stairs.

INT. THE LIBRARY - NIGHT

The Toys creep in and look around. Floor to ceiling
BOOKSHELVES. Tattered armchairs. Yellowing issues of *Cat
Fancy*. Woody peers at a row of leather-bound ADVENTURE BOOKS--
The Pharaoh's Curse. Tomb of Ice. Mystery in Rangoon.

A RUSTLING NOISE in the darkness. Buzz shines the flashlight.

SLINKY
(whispering)
What was that?!

WOODY
(whispering)
Probably just a mouse. Right, Buzz?
Mouse. Don't ya think?

BUZZ
(whispering)
Didn't sound like a mouse.

Suddenly, Rex lets out a BLOODCURDLING SCREAM--

REX
SOMEBODY TOUCHED ME!

JESSIE
Who touched Rex?

REX
(whispering again)
Oh. False alarm. It was my tail.
Sorry.

WOODY
(voice cracking)
All right! Everybody just calm down!
We're gonna get those lips and go
back upstairs. 'Cause if Andy wakes
up and we're not there, he's gonna be
really, really scared!

They creep on. Hamm turns to Mr. Potato Head--

HAMM
Wood-man's losing it.

INT. THE PARLOR - NIGHT

The fire still burns brightly in the fireplace. Mr. Potato Head roots around under the sofa as the others look nervously into the flickering shadows.

MR. POTATO HEAD
Here they are!

He holds up Mrs. Potato Head's LIPS.

MR. POTATO HEAD (CONT'D)
Oh, my sweet darlings. I'll never
leave you again, I swear!

He kisses them over and over again.

HAMM
Get a room.

Something SCURRIES in the shadows. Everybody freezes. Buzz shines his flashlight--

BUZZ
Hello? Is anybody there? This is
Buzz Lightyear of Star Command.
These are my associates. We come in
peace!

JESSIE
I hope we don't go home in pieces.

Suddenly, a RUMBLING NOISE. Zoom in on Woody as he turns around. His eyes go wide--

The STACK OF FIREWOOD is tumbling toward him.

BUZZ

Woody! Look out!

Like lightning, Buzz pushes Woody out of the way--

And a log SMASHES into Buzz. He tumbles backwards--

Right into the fireplace. The flames leap up around him. The other Toys SCREAM.

WOODY

Buzz!

Buzz struggles to get free, but his leg is pinned beneath the log. He flips his visor down, and sparks bounce off it.

WOODY (CONT'D)

Hang on, Buzz! I'm coming for you!

He puts his fingers in his mouth and lets out a WHISTLE. Bullseye races toward him, and Woody leaps into the saddle.

Twirling his lasso, Woody spurs Bullseye toward the fireplace. They leap over the fallen firewood, and Woody hurls his lasso into the flames--

WOODY (CONT'D)

I gotcha, Buzz!

Woody pulls the lasso tight.

WOODY (CONT'D)

Now pull, Bullseye! Pull!

Bullseye strains. Woody pulls with all his might--

JESSIE

Um. Woody?

Woody turns around--

He's lassoed a FLAMING STICK. He lets out a SCREAM and dances around, trying to stomp it out.

Buzz is still pinned in the fireplace, and the flames are getting closer.

BUZZ

Can't...take the heat...much longer!

Suddenly from above, a brave, strong VOICE with an English accent--

VOICE (O.S.)
Looks like a bit of a sticky
situation!

They all look up. On a high shelf, a FIGURE stands in silhouette. Dashing profile. Courageous stance. The bearing of a seasoned adventurer. He steps into the firelight--

He's a sock monkey. He calls himself JACK CHALLENGER. But for reasons that will become clear later, we will call him HEE-HEE.

HEE-HEE
Allow me.

HEROIC MUSIC kicks in. Hee-Hee whips out a YO-YO that dangles at his side, twirls it expertly, and sends it flying--

It wraps around a heavy CANDELABRA on the mantel, and Hee-Hee swings down toward the fireplace. He kicks over a POKER, riding it as it falls into the FIRE. He lands with a soft WHUMP next to Buzz.

HEE-HEE (CONT'D)
Don't worry, old chum. I'll have you
free in a jiffy.

He wedges the poker under the log and presses down hard. The log shifts, and Buzz yanks his leg free. Hee-Hee shoots out his yo-yo again, wrapping it around a LAMP--

HEE-HEE (CONT'D)
Shall we be on our way?

Buzz grabs hold, and they swing out through the flames--

Knocking Woody aside as they come in for a smooth landing. The other Toys burst into APPLAUSE and gather around Hee-Hee.

REX
(to Hamm)
Who is that guy?

HEE-HEE
Jack Challenger's the name. Where
there's adventure--
(he winks)
you'll find me.

With a flick of his wrist, he unhooks his yo-yo from the lamp and it shoots back to him.

He executes a lightning-fast series of yo-yo stunts. Then hangs his trusty yo-yo at his side with a flourish.

Everybody APPLAUDS again.

With an electric THUNK, the lights come back on. Everybody looks relieved.

BUZZ

Mr. Challenger, you saved my life. I can never thank you enough.

He shakes Hee-Hee's paw. Hee-Hee smiles modestly.

HEE-HEE

Think nothing of it.

Splayed out on the carpet, Woody watches the other Toys gazing admiringly at Hee-Hee.

HAMM

Hey, Wood-man. Nice job saving that stick.

Woody gets up, brushing himself off.

WOODY

Very funny.

Buzz smiles at Hee-Hee--

BUZZ

Woody likes to shoot from the hip. Unfortunately, his aim isn't always so good.

Hee-Hee frowns as if hearing a name from the distant past--

HEE-HEE

Did you say Woody?

He turns, and they come face to face. Woody stops short and stares at him. This sock monkey looks familiar. Something flickers across Hee-Hee's face. Recognition? Hatred? Then it's gone.

WOODY

Don't I know you from somewhere?

But Hee-Hee shakes his head.

HEE-HEE

No. I shouldn't think so.

Woody frowns, eyeing him suspiciously.

Suddenly, Hamm sniffs the air--

HAMM

Anybody smell something?

Everybody sniffs.

SLINKY

Smells like...moldy cheese...

MR. POTATO HEAD

Mixed with...something. I can't quite place it...

JESSIE

Gym socks.

And out steps--

GLADIOLA. If Hee-Hee's the most dashing sock monkey in the world, Gladiola's the geekiest. Lumpy body. An ugly handbag slung over her shoulders like a massive backpack. Knitted eyeglasses. No nose. She speaks with perpetually STUFFED-UP SINUSES--

GLADIOLA

Hello, I'm Gladiola.

A chorus of hellos from the Toys. Hee-Hee leans toward Buzz--

HEE-HEE

My, er, companion. Bit of a strange bird. Follows me everywhere.

Gladiola SNUFFLES.

GLADIOLA

Sorry about the smell. I fell into the cat's milk bowl a few weeks ago. I'm a hundred percent wool, so I'm pretty absorbent. Luckily I don't have a nose, so I can't smell it.

JESSIE

No, no. It's a...nice smell.

The others nod unconvincingly.

REX

What are you two doing here?

HEE-HEE

Why, we belong to the lady of the house. In fact, she made Gladiola here.

The Toys look at Gladiola. Her thick yarn glasses slip down her face. She pushes them back up and gives a big SNIFF.

MR. POTATO HEAD

Nice workmanship.

Jessie THWACKS him in the head.

GLADIOLA

She never made a sock monkey before.
I was her first try.

FLASHBACK. The Sewing Room. Grandma finishes the last stitches and holds up Gladiola. She looks terrible.

GRANDMA

I guess you're not going to make a very good Christmas present, little monkey.

Gladiola's nose falls off. Grandma sighs and puts Gladiola in the CLOSET.

GLADIOLA (V.O.)

But it wasn't so bad. There were lots of art supplies, so I kept myself busy.

The Closet. Gladiola sits on the shelf, knitting a HAT. She tries it on and peers at herself in a small mirror.

GLADIOLA (V.O.) (CONT'D)

Plus I taught myself to dance.

Gladiola pulls an old WALKMAN tape player from a shoebox, puts on the huge headphones and presses PLAY. "Let's Get Physical" blares out--

She HUMS off-key and starts dancing like a SPAZ.

END FLASHBACK.

Gladiola has her Walkman on, and she's doing her spazzy dance and HUMMING enthusiastically.

REX

So that's the sound we heard before.
Not so scary after all.

Mr. Potato Head stares at Gladiola.

MR. POTATO HEAD
Scary in a different way.

Jessie THWACKS him again.

GLADIOLA
(shouting over her
headphones)
I was all alone in that closet until
Jack Challenger showed up.

SLINKY
(to Hee-Hee)
Did Grandma make you too?

HEE-HEE
Me? No, no. I was purchased...at
Sotheby's.

Hamm gives a low whistle.

SLINKY
Sotheby's! Dang!

JESSIE
Fancy.

Buzz nods, impressed. But Woody looks skeptical--

WOODY
Grandma went shopping at Sotheby's?

HEE-HEE
Apparently she wished to acquire a
companion piece for Gladiola here.

Gladiola SNIFFLES and wipes her nonexistent nose.

GLADIOLA
Jack's been all around the world, on
all kinds of adventures. He went to
Egypt, he's been shot at, he's ridden
in a blimp--

BUZZ
A blimp? God, I envy you.

HEE-HEE
Bit of a sticky situation, actually.
There was a lightning storm, and my
owner and I were being chased by
Nazis.

Woody looks miffed as the Toys all press past him to gather around Hee-Hee.

REX

Wow! You've seen everything!

SLINKY

What was your most exciting adventure?

Hee-Hee smiles modestly--

HEE-HEE

Oh, I wouldn't want to bore you. But there was one incident that was rather amusing. It concerned that fabled jewel, the Blue Diamond of the Punjab!

Off to the side, Woody glares at Hee-Hee as the sock monkey launches into his tale. Gladiola nudges Woody--

GLADIOLA

Isn't Jack Challenger the neatest guy you ever met?

Woody watches Buzz gazing admiringly at Hee-Hee.

WOODY

Yeah. Seems like a real winner.

CLOSE ON - RAKESH, an Indian prince. A BLUE DIAMOND glitters in his silk turban.

RAKESH

Help!

Two THUGS push him into a WOODEN CRATE and clamp the lid down tight.

EXT. CROWDED MARKETPLACE, BOMBAY - DAY

Hee-Hee stands atop a stall in the colorful bazaar, watching the Thugs load the crate onto a BIPLANE at a dusty airstrip.

HEE-HEE (V.O.)

It was a sticky situation. I knew if I was going to save Rakesh, I had to get on that plane!

Hee-Hee takes off running, leaping from stall to stall. On the airstrip, the biplane picks up speed and lifts off--

As it ROARS overhead, Hee-Hee leaps from the last stall, shooting out his yo-yo--

HEE-HEE (V.O.) (CONT'D)
So I leapt with all my might, and
prayed for the best.

His yo-yo snags the plane's landing gear.

HEE-HEE (CONT'D)
It seems Lady Luck was with me once
again.

Hee-Hee dangles from the plane, grinning rakishly as he soars off into the sky.

INT. THE PARLOR - LATER

The Toys sit around Hee-Hee, enraptured. Rex lies on his stomach, his chin resting on his tiny front claws.

HEE-HEE
(smiling modestly)
I won't bore you with the details.
Suffice it to say, Rakesh and the
Blue Diamond came home safe and
sound. And let's just say that the
evil Dr. Balthazar's submarine had a
little...engine trouble.

BUZZ
You must be the luckiest toy in the
world! Andy never has adventures
like that.

HEE-HEE
I dare say Andy's not the son of the
Maharajah.

On the sidelines with Gladiola, Woody looks annoyed.

WOODY
Actually, Jessie and I were on a
plane once.

BUZZ
The difference is, you were trying to
get off. He was trying to get on!
That's an adventurer!

Woody's stung. Gladiola awkwardly tries to join in--

GLADIOLA

Once I got my head stuck in a jar of
mayonnaise!

They all look at her. Beat.

HEE-HEE

I couldn't help but admire your
steed, Woody!

He pats Bullseye's neck.

HEE-HEE (CONT'D)

Mind if I take him for a trot around
the room?

WOODY

Sorry, Jack. Bullseye's doesn't let
anyone ride him but me.

But Bullseye grins at Hee-Hee and nudges him encouragingly.
Hee-Hee springs into the saddle, and they take off galloping.
Woody stares jealously.

Hee-Hee stands in the saddle and waves gallantly to the Toys.
As they pass under an end table, he leaps--

And lands back in the saddle on the other side. The Toys
applaud.

BUZZ

He rides better than you, Woody!

WOODY

All right! This has been fun, but
playtime's over, folks. We've gotta
get back to Andy.

The Toys all get reluctantly to their feet. Bullseye trots up
and Hee-Hee dismounts.

JESSIE

Jeez, Jack. I wish you and Gladiola
could come with us.

WOODY

Yep. But they can't. So, goodbye.

He turns to go.

BUZZ

Unless...

Woody turns back around, grimacing.

WOODY
Unless what?

BUZZ
What if we arrange it so Andy finds
Jack and Gladiola when he wakes up?

Woody glares at Buzz.

REX
Of course! When Andy sees Jack
Challenger, he's bound to want him.

He looks at Gladiola.

REX (CONT'D)
And you too...possibly.

WOODY
I really don't think--

HEE-HEE
I suppose it's worth a try. Why not?

The Toys all grin.

BUZZ
Let's move out!

HEE-HEE
My scarf!

Gladiola quickly pulls a SCRAP OF WHITE SILK out of her
bulging backpack and drapes it over his shoulders.

Hee-Hee and Buzz set off, the other Toys trailing behind.
Woody's left behind with Gladiola. She watches Hee-Hee--

GLADIOLA
It must be great to be popular and
good looking. But I guess we'll
never know, will we, Woody?

Woody sighs and rubs his temples.

INT. LIBRARY - NIGHT

The Toys walk past rows of books. Gladiola walks by Woody's
side, wearing her oversized headphones and humming tunelessly
along to "Let's Get Physical."

GLADIOLA

(way too loud)

Jack once danced with a doll that belonged to a Russian princess. I'm not that good, but I invented all my own moves.

She goes into her SPAZZY DANCE. But Woody's not paying attention. He can't take his eyes off Buzz and Hee-Hee.

WOODY

Excuse me.

Ahead, Buzz walks at Hee-Hee's side, entranced--

BUZZ

You mean to tell me you've actually been to the North Pole?

Suddenly he's yanked out of frame--

He finds himself face to face with Woody.

WOODY

Can I have a word with you, Buzz?

He waits a moment for the others to go ahead.

WOODY (CONT'D)

I really don't think we should bring that guy along with us.

BUZZ

Why not?

WOODY

I get a bad feeling about that sock. Call it my sheriff sense.

BUZZ

Woody, I think we both know you can get a little jealous of strangers. Remember how you felt when I first came along?

WOODY

I'm not jealous. He's up to something. I can feel it.
(staring after Hee-Hee)
I know I've seen him somewhere before.

Hamm walks by--

HAMM
Maybe during all your adventures in
Morocco, Woody.

He walks on, laughing. Bullseye trots by, chuckling in his horsey way.

WOODY
Ha ha ha.

BUZZ
I remember someone saying you
shouldn't let your imagination run
away with you. And that you can't be
someone's friend if you don't trust
them.

WOODY
Yeah, well, he's *not* my friend. And
I *don't* trust him.

Buzz shakes his head and walks on.

WOODY (CONT'D)
(to himself)
And it's not my imagination.

INT. HALLWAY - NIGHT

Bullseye has fallen behind the rest of the group. He passes an open door and stops. A RUSTLING SOUND from inside.

INT. LAUNDRY ROOM - NIGHT

Bullseye peeks in fearfully and looks around. The DRIP-DRIP of a leaky faucet. It's almost too dark to see. A BLUR OF WHITENESS. Bullseye jumps, startled--

It's just GRANDMA'S BLOOMERS, hanging on a line. Bullseye breathes a sigh of relief.

Suddenly, a SHADOW falls over him. Bullseye turns, and his eyes grow wide--

A SUDDEN MOTION.

Bullseye's gone.

INT. THE RED ROOM - NIGHT

A high-ceilinged room decorated all in red. Crimson curtains. Red velvet wallpaper. Rose-colored lampshades.

The Toys straggle in. Suddenly, Jessie looks around--

JESSIE
Hey. Where's Bullseye?

Woody looks around and frowns. Suddenly, Hee-Hee comes in.
He sees their concerned faces--

HEE-HEE
I do hope nothing's wrong.

INT. HALLWAY - NIGHT

Everybody creeps back down the hall, calling softly to the missing horse.

INT. LAUNDRY ROOM - NIGHT

Woody and Buzz walk in, and stop in their tracks. Woody leans over and picks up--

One of Bullseye's stirrups. Woody and Buzz look at each other, then hurry back out to the hallway--

WOODY (O.S.)
(urgently)
Bullseye! Bullseye!

In the empty bathroom, we pan down to see--

SCRABBLE TILES, arranged on the floor. We only see a few letters, and can't make out the words.

An ominous rumble of THUNDER.

INT. BATHROOM - NIGHT

Woody and Buzz peer in and look around. An old-fashioned claw-foot tub. A cracked mirror. Buzz sniffs at Grandma's collection of scented soaps.

WOODY
Bullseye wouldn't wander off. And he
wouldn't leave a stirrup behind.
Something fishy's going on.

BUZZ
I'm sure there's a simple
explanation.

Suddenly, the SHOWER CURTAIN blows aside to reveal--

Grandma's cat, Periwinkle, licking his chops. He sees Woody and Buzz--

And pounces.

INT. THE STAIRWAY - NIGHT

The other Toys turn to see Woody and Buzz sprinting out of the bathroom.

BUZZ

I told you there was a simple explanation!

WOODY

(waving his arms)

CAAAAAAAAAAAT!

They race past the other Toys and down the stairs.

REX

What did he say?

Periwinkle BLASTS around the corner toward them.

EVERYBODY

CAAAAAAAAAAAT!

They turn and stampede down the stairs, Periwinkle hot on their heels.

INT. DINING ROOM - NIGHT

The Toys race between the legs of a huge dining room table and clamber up onto a CREDENZA. On the top--

Grandma's collection of PORCELAIN EGGS.

WOODY

Wait!

Everybody stops.

WOODY (CONT'D)

These are very, very fragile.

Periwinkle bounds into the room. They all freeze.

WOODY (CONT'D)

(through clenched teeth)

Don't move.

Periwinkle's face appears at the top of the credenza. Rex lets out a little WHIMPER. Periwinkle cocks his head. Rex can't take it--

He lets out a terrified SCREAM. Periwinkle swings at him, and Rex ducks. Periwinkle SWATS a PORCELAIN EGG. It sails through the air--

Woody dives and catches it.

WOODY (CONT'D)

Whew!

Periwinkle turns on him. As he SWATS, Woody tosses the EGG to Buzz. And all hell breaks loose--

Periwinkle SWATS like crazy. EGGS fly. The Toys dodge and duck, tossing the priceless eggs to each other, keeping them aloft the whole time. Suddenly--

MR. POTATO HEAD

Hey, fuzzball! Over here!

Periwinkle turns toward him. Mr. Potato Head clears his throat and starts to sing--

MR. POTATO HEAD (CONT'D)

*Memory,
All alone in the moonlight,
I can smile at the old days,
I was beautiful then.*

Periwinkle walks slowly toward him, entranced.

REX

You're doing great. Keep it up!

MR. POTATO HEAD

Cats love musical theater.

Periwinkle SWATS him, sending facial features flying. Then he wheels to face the other Toys. They scatter.

WOODY

That's it. Time to saddle up.

He takes a running start, leaps through the air--

And lands on Periwinkle's back. Periwinkle bucks and twists like a wild bronco. Woody holds the cat's collar with one hand and waves his hat high in the air with the other--

WOODY (CONT'D)

Yee-haaa!

Then Periwinkle bucks--

And Woody sails head over heels out of the room. A THUD and a soft GROAN offscreen.

On the dining room table, Hee-Hee turns to Buzz--

HEE-HEE

I have an idea.

He whispers in Buzz's ear. Buzz nods. He drops to the floor in front of Periwinkle, his jaw set in determination, and raises his laser arm.

BUZZ

I didn't want to do this. But you left me no choice.

He fires--

Periwinkle stops in his tracks, staring intently at the bright RED DOT on the floor.

Buzz moves his laser arm. Periwinkle follows the dot, batting at it, transfixed. Buzz moves the dot up onto a sideboard. Then onto a CAKE PLATTER. Periwinkle jumps on after it.

Hee-Hee fires his yo-yo to the CHANDELIER, swings across the room, drops to the sideboard--

And places the glass lid of the cake platter over Periwinkle.

Everybody breathes a sigh of relief. Trapped under the clear glass lid, Periwinkle MEOWS softly.

Woody staggers back in--

WOODY

What happened?

REX

Jack Challenger saved the day!

HEE-HEE

I couldn't have done it without Buzz.

Buzz grins as Hee-Hee jumps down next to him--

BUZZ

Nice work, partner.

Buzz leads Hee-Hee through the BUZZ/WOODY HANDSHAKE. Woody stares, flabbergasted.

Gladiola SNIFFLES--

GLADIOLA

That cat is bad news. One time he swallowed one of my eyes. I had to wait three days to get it back.

Beat.

MR. POTATO HEAD
Anyway...

Hee-Hee turns to Woody--

HEE-HEE
I'm so sorry about your loyal steed.

JESSIE
Poor Bullseye.

HAMM
At least it's over.

Suddenly, Rex looks around.

REX
Hey. Where's Slinky?

Mr. Potato Head pops his eyes back in.

MR. POTATO HEAD
Slinky? Hey, Slink!

No answer. Everybody looks at each other.

Close on Woody.

WOODY
It's not over.

A flash of LIGHTNING. The low rumble of THUNDER.

INT. SOLARIUM - NIGHT

Woody and the other Toys step into the glass-walled sun room. Rivulets of rain pour down the windows, casting dripping shadows over the faces of the Toys.

BUZZ
So we've ruled out the cat. Maybe he
had some sort of accident.

Suddenly, Woody stops. He bends down--

And picks up Slinky's collar.

WOODY
I don't think it was an accident,
Buzz.

HEE-HEE
Sticky. Very sticky.

REX
This is just like *Deadly Death House of Death!* They start disappearing one by one! And no one can tell who the murderer is!

Suddenly, his feet fly out from under him--

REX (CONT'D)
Whooooaah!

He CRASHES to the floor on his back, sending a bunch of WOODEN TILES clattering across the floor. Buzz picks one up--

BUZZ
Scrabble letters...

HEE-HEE
Perhaps it's a clue! Some sort of message from the murderer!

JESSIE
What does it say?

They peer at the letters. But they're hopelessly jumbled.

MR. POTATO HEAD
(to Rex)
Smooth move, Ex-Lax.

REX
Sorry.

HAMM
Wait! I'm good at this!

He starts frantically rearranging letters--

HAMM (CONT'D)
Let's see. Let's see...
(excited)
"LIMP NYLON TOWEL!" That mean anything to anybody?

They look at him blankly.

HAMM (CONT'D)
No? Okay...
(shuffling letters)
"LENTIL PLOW!" That's it!

More blank looks.

HAMM (CONT'D)
I hear ya. I hear ya.

He moves letters around at lightning speed--

HAMM (CONT'D)
Here we go..."TIN MELON!" Nah. "TAN
KLOWN!" Has anybody seen a tan
clown?

MR. POTATO HEAD
You don't spell "clown" with a "k,"
you nimrod.

HAMM
(triumphantly)
"PINK EYE MEL!"

He sits back, satisfied.

HAMM (CONT'D)
Gentlemen, there's your killer. Find
this Pink Eye Mel, and the mystery is
solved!

Woody sighs and rubs his temples.

WOODY
Nice work, Hamm.

REX
What are we gonna do?

WOODY
I'll tell you what we're gonna do.
There's only one place in this house
we're safe, and that's back with
Andy.

BUZZ
From now on, we stick close together.
I'll take the forward position.
Challenger, you take the rear.

HEE-HEE
Righto, Lightyear.

WOODY
Actually, Jack, if you don't mind,
I'll take the rear. These are my
friends, and I know how to look after
them.

*nobody said
he was
wrong
take it
easy*

Their eyes lock. A tense moment. Then it passes. Hee-Hee smiles--

HEE-HEE

Whatever you say, old man.

INT. THE STAIRWAY - NIGHT

The Toys hoist themselves from stair to stair. In front, Buzz leans close to Hee-Hee--

BUZZ

Challenger, you've been in situations like this before. What kind of criminal mind would do this?

HEE-HEE

As a matter of fact, this does remind me of my adventure in the Cursed Pagoda of Shanghai. It was a shifting hall of mirrors in which nothing was as it seemed...

Buzz nods sagely. At the rear of the group, Woody glares at Buzz and Hee-Hee. Gladiola SNIFFLES at his side.

GLADIOLA

Oh, by the way, Woody. I have popsicle sticks and Elmer's glue in my backpack. So let me know if you want to make a trivet or anything.

WOODY

Thanks, Gladiola. I'll keep you posted.

INT. HALLWAY, OUTSIDE ANDY'S ROOM - NIGHT

Andy's door is open a crack. Through it, we see Andy sleeping peacefully. Hee-Hee reaches out to swing it open--

Woody grabs his wrist.

WOODY

Thanks, Jack. But I think only Andy's toys should go in.

BUZZ

What are you talking about, Sheriff? They can't stay out here.

JESSIE

Yeah, Woody. There's a murderer on the loose!

WOODY

Exactly. And that's why we need to make sure we're with toys we can trust.

He looks significantly at Hee-Hee. Hee-Hee looks shocked.

HEE-HEE

I say. What are you insinuating?

WOODY

I'm not insinuating anything...yet.

REX

(whispering to Hamm)

What does insinuating mean?

Hamm shrugs.

BUZZ

Woody, Jack Challenger saved my life. If I left him out here, I couldn't call myself a Space Ranger. If they don't go in, I don't go in.

WOODY

Buzz, can I talk to you privately please?

Woody and Buzz step aside and have a HIGH-SPEED, MUTTERING ARGUMENT that no one else can make out--

WOODY (CONT'D)

(between clenched teeth)

...and I am not letting them into Andy's room!

He points angrily, and his finger hits the door. It swings forward creakily--

And shuts with a CLICK.

Buzz leaps up and tries the doorknob. It's locked. Everybody glares at Woody. He smiles sheepishly.

HEE-HEE

Well. It appears we're all in this together.

Woody glares at Hee-Hee. Hee-Hee glares back.

INT. MUSIC ROOM - NIGHT

The Toys creep in and look around--

Feel forced

Stacks of old SHEET MUSIC litter the end tables. A small ORGAN sits in the corner. On the walls, PHOTOS of Grandma in her younger days, playing organ for a choir.

MR. POTATO HEAD

This is not good. Mrs. Potato Head said I was supposed to avoid stress.

HAMM

Studies show being trapped in a house with a murderer is one of the top five most stressful situations.

MR. POTATO HEAD

Of course, we'd be a lot better off if we weren't locked out of Andy's room. Not that I'm blaming anybody. I'm not naming names.

(under his breath)

Cowboy hat. Name starts with "W." Standing right over there.

He points surreptitiously at Woody.

WOODY

Thanks, Potato Head.

REX

But why? Why would anyone want to kill us? Most people like us!

Suddenly, Gladiola SNIFFS loudly.

GLADIOLA

Um. Maybe it was something to do with Andy's new room.

They all stare at her.

JESSIE

What do you mean?

GLADIOLA

Um. I heard Grandma talking to Andy's mom on the phone. She said there's not going to be space for all his toys in his new room. He's only keeping two.

The Toys' eyes go wide. A dramatic ORGAN CHORD. They all look over--

Hee-Hee's seated at the ORGAN, his paws on the keys. He looks over his shoulder at them--

HEE-HEE
 Sorry. I haven't played in ages.

WOODY
 (to Gladiola)
 Why didn't you say anything about
 this before?

GLADIOLA
 I thought you knew.

They look at her, flabbergasted. She gives an uncomfortable
 laugh.

GLADIOLA (CONT'D)
 Awkward.

Pan across the faces of all the Toys. They eye each other--

HAMM
 So, it's only gonna be two of us...

Sinister ORGAN MUSIC plays--

REX
 But which two?

JESSIE
 Whichever two are left alive...

The MUSIC grows louder--

MR. POTATO HEAD
 And the rest of us ain't coming back!

BUZZ
 Diabolical.

The MUSIC hits a CRESCENDO--

WOODY
 (to Hee-Hee)
 Will you please cut that out!

Hee-Hee stops playing.

HEE-HEE
 So sorry.

WOODY
 This is crazy! Andy would never
 agree to get rid of us.

HAMM

Unless the whole thing was Andy's
idea. Maybe the kid's growing up.
Doesn't want a room full of toys.

A flicker of doubt crosses Woody's face.

Suddenly, Buzz sits up, alert--

BUZZ

Shhh!

They all freeze. In the hallway, the CREAK of a door.

INT. HALLWAY - NIGHT

Woody and Buzz creep into the darkened hallway. The other
Toys huddled behind them.

The sound of slow, shuffling FOOTSTEPS.

WOODY

Hide!

They all scurry behind the tattered CURTAINS. But there's no
room for Rex. He looks around desperately. The FOOTSTEPS
grow louder.

He races to a BUREAU and tries to yank open the bottom drawer.
It's stuck. He climbs on it and tries the second drawer. No
good. The other toys watch helplessly.

An ominous SHADOW appears on the wall. A FIGURE, moving
closer. Rex scrambles up the bureau, trying drawer after
drawer. The SHADOW grows larger.

He reaches the top of the bureau. A PAINTING of a jungle
landscape hangs on the wall. Rex thinks fast--

and freezes in front of it, trying to blend in, trembling
uncontrollably.

THE FIGURE shuffles past the bureau, cloaked in darkness,
carrying a BUNDLE wrapped in a checkered handkerchief. Rex's
eyes go wide as a flash of lightning illuminates--

GRANDMA. A demonic grin on her face. The Toys all stare in
shock and horror. She shuffles down the hall and disappears
around a corner.

REX teeters and falls over, body frozen stiff with fear.

The Toys all look at each other--

JESSIE
Grandma!

MR. POTATO HEAD
What was she carrying?

Woody thinks--

WOODY
Why would Andy's Mom tell Grandma
that only two of us were coming
back...?

Buzz nods--

BUZZ
...unless Grandma was supposed to get
rid of the rest of us!
(grimly)
I think I know what she was carrying.

WOODY
Slinky and Bullseye!

Another CRASH of thunder.

HAMM
Saw that coming a mile away.

MR. POTATO HEAD
On the bright side, there's less
competition for those two slots.

Jessie THWACKS him in the back of the head, and his nose flies
off.

WOODY
We can't just let Grandma take Slinky
and Bullseye!

BUZZ
Woody's right. Friends stand by each
other. I'm going after them!

He turns to Hee-Hee--

BUZZ (CONT'D)
Challenger, I may need your yo-yo
skills. You come with me.

Hee-Hee nods. Woody watches, incredulous, as they start to
march away. He clears his throat.

BUZZ (CONT'D)

Oh. Woody. Um. You can come too.

INT. THE KITCHEN - NIGHT

Woody, Buzz and Hee-Hee peer around a rusty BREADBOX on the formica countertop--

Still clutching her bundle, Grandma opens the back door and slips out.

BUZZ

Let's move out!

He rappels down a dish-towel, scurries across the kitchen and dive-rolls out the cat door.

Hee-Hee looks at Woody, and suddenly his face takes on a sinister cast--

HEE-HEE

Be careful out there, Woody. I wouldn't want anything to happen to you.

WOODY

What's that supposed to mean?

HEE-HEE

Accidents happen when you least expect them. But then again, you already know that. Don't you?

Woody frowns. But before he can respond, Hee-Hee hops to the floor and slips out the cat door. Woody follows.

EXT. GRANDMA'S HOUSE - NIGHT

The storm has let up. Grandma hobbles across the glistening lawn. Buzz and Hee-Hee follow her, Woody trailing behind.

Grandma disappears into the dense tangle of her ROSE GARDEN.

EXT. ROSE GARDEN - NIGHT

Woody, Buzz and Hee-Hee creep through the damp garden. At night, the THORNS and DROOPING FLOWERS have a sinister feel. ROSEBUSHES twist and turn like a topiary maze.

Buzz and Hee-Hee walk ahead, completely ignoring Woody--

HEE-HEE

This reminds me of the Maze of Montezuma, deep in the jungles of the Yucatan. Now *that* was a sticky situation.

BUZZ

I sure am glad to have you by my side, Challenger.

Woody trails behind, glaring at them.

WOODY

(mocking)

"That was a sticky situation!"

Ahead, Buzz sings softly to himself--

BUZZ

You've got a friend in me--

HEE-HEE

Catchy tune. Nothing like a song to keep the spirits up.

(singing softly)

You've got a friend in me!

Buzz grins. They sing as they walk. But forgotten behind them, Woody's never felt worse.

WOODY

(under his breath)

You wouldn't even notice if I disappeared.

He stops walking, a look of complete dejection on his face. Buzz and Hee-Hee walk on, and disappear around a rose bush.

Woody looks around. Surrounded by the sinister tangle of thorny vines. Completely alone and afraid. He steps around the rose bush--

WOODY (CONT'D)

Buzz?

No response.

WOODY (CONT'D)

(voice trembling)

Partner?

But Buzz isn't there.

EXT. ANOTHER PART OF GRANDMA'S ROSE GARDEN - NIGHT

Buzz and Hee-Hee push through the dense foliage. Suddenly, Buzz realizes--

BUZZ
Where's Woody?

HEE-HEE
I'm sure I don't know.

Buzz looks around--

BUZZ
(calling out)
Woody!

No answer.

BUZZ (CONT'D)
You stay on Grandma's trail. I'm gonna go find him.

Hee-Hee watches Buzz disappear into the brush.

EXT. ANOTHER PART OF THE ROSE GARDEN - NIGHT

Woody creeps through the bushes, terrified. A RUSTLING in the undergrowth. Woody sees something move in the darkness. The tail of a sock monkey?

Woody rounds a corner and steps straight into a SPIDER WEB. He frantically brushes it off his face. He shudders, then keeps walking--

Suddenly he stops. And we see--

There's a huge SPIDER on his back. It places one hairy leg on Woody's neck--

WOODY
Yeeeeooooowww!

He jumps around wildly, flailing at it. Finally he gets it off. He picks up a STICK and carries it like a club.

EXT. ANOTHER PART OF THE ROSE GARDEN - NIGHT

Buzz rounds a corner and stops. He looks down--

A FOOTPRINT is pressed into the damp earth in front of him. He stares at it for a second, thinking--

Then places his own foot right into it. It's a perfect match. He's been going around in circles.

Suddenly, ahead, a LOW, MOURNFUL CALL. Buzz creeps forward and pushes aside some leaves--

A TOOL SHED sits in a small clearing. Buzz approaches the door apprehensively--

BUZZ

Woody?

INT. TOOL SHED - NIGHT

Buzz pulls open the weatherbeaten door. A few cement stairs lead down into darkness. The faint outlines of old GARDEN TOOLS, rusty LAWN MOWERS and OIL CANS. Cobwebs everywhere.

Another MOURNFUL CALL. Buzz gulps.

BUZZ

(under his breath)

Pull yourself together, Space Ranger.

Suddenly, the breeze blows the door. It SLAMS into Buzz and sends him tumbling head over heels down the stairs. He hits the cement floor--

And his head POPS off. It rolls to a stop in the corner. He watches in alarm as his body gets up and feels around for his head.

BUZZ'S HEAD

(whispering urgently)

Hey. Hey! Over here!

His body staggers around blindly, CRASHING into old RAKES, knocking over jars of SCREWS and WING NUTS.

BUZZ'S HEAD (CONT'D)

Shhh! You idiot! Over here!

His body walks closer to him. Closer--

BUZZ'S HEAD (CONT'D)

That's right...That's right!

His body steps on his head.

BUZZ'S HEAD (CONT'D)

Ow!

— head?

EXT. TOOL SHED - NIGHT

Woody peers around a bush at the Tool Shed. A faint CRASH.

BUZZ
(faintly)
No!

WOODY
Buzz!

He races toward the Tool Shed, clutching his stick.

INT. TOOL SHED - NIGHT

Buzz's body twists and turns, trying to keep its balance on a bunch of spilled NUTS AND BOLTS. It teeters and falls--

Landing next to Buzz's head. His hands reach out, feel the head--

And SNAP it back into place.

BUZZ
That's better.

He stands up and brushes himself off. Then looks down--

He's on backwards. Buzz clears his throat. And his arms twist his head around the right way.

The LOW, MOURNFUL CRY again. Buzz looks up--

An OWL HOOTS as it flutters out a broken window.

BUZZ (CONT'D)
(relieved)
Boy oh boy.

He chuckles to himself as he walks out the door--

EXT. TOOL SHED - NIGHT

--and comes face to face with--

Woody.

WOODY
Yeeeeaaaaaaaahhhhh!

BUZZ
Yeeeeaaaaaaaahhhhh!

Woody SMASHES Buzz in the face with his stick. Buzz somersaults backwards.

WOODY

Buzz!

Suddenly, a YO-YO wraps around Woody's stick and yanks it away. In a flash, it returns, spinning around him, pinning his arms to his sides.

Hee-Hee leaps out of the darkness--

HEE-HEE

How about a taste of your own medicine!

He delivers roundhouse after roundhouse, his sock paws pummeling Woody's head like little pillows.

WOODY

Ow!

Buzz comes running up--

BUZZ

Challenger, stop!

HEE-HEE

He tried to brain you, old man!

WOODY

It was an accident! I didn't know it was you!

BUZZ

Everybody calm down. It was a mistake.

Woody and Hee-Hee glare at each other. Reluctantly, Hee-Hee unwraps Woody and hangs his yo-yo at his side.

BUZZ (CONT'D)

The question is, where is that madwoman?

HEE-HEE

Follow me.

EXT. THE GREENHOUSE - NIGHT

The small, glass-walled building is lit up in the darkness. Woody, Buzz and Hee-Hee creep forward and hoist themselves up to peek in. Through the steamy glass, we see their expressions--

*moments
thinks
50.
he other
did it.*

Shock. Horror. Disgust.

INT. THE GREENHOUSE - NIGHT

Grandma's doing the tango with VICTOR, the seventy year-old Gardener. They strut through the drooping orchids, spinning expertly as Astor Piazzola plays tinnily on an old Victrola.

Victor inhales the scent of the rose that Grandma has clenched in her teeth. Then he dips her--

VICTOR

You are driving me mad, Bernice. How much longer must you torture me?

GRANDMA

Patience, Victor. Soon. But first...dessert!

In mid-dip, she stretches out her arm toward the BUNDLE. She WHIPS away the checkered cloth to reveal--

GRANDMA (CONT'D)

Bananas flambé!

Grandma sparks her lighter, and the dessert erupts in FLAME.

VICTOR

You've thought of everything.

He leans in for a kiss--

EXT. THE GREENHOUSE - NIGHT

The flame reflects off Woody, Buzz and Hee-Hee's eyes as they stare through the window--

BUZZ

Good god.

Suddenly, Hee-Hee's yanked away from the window. He goes sailing off through the air--

HEE-HEE

Hyeeeeeeeeaaaaahhhh!

Two powerful HANDS lift Woody and Buzz into the air. And they're face to face with--

ANGUS, a Garden Gnome. Pointy hat. Red beard. Nasty temper.

ANGUS

(in an Irish brogue)
Peeping Toms, eh?

He shakes them angrily with his muscular arms.

ANGUS (CONT'D)
Enjoying the show, are ye, me
laddies?

He CLONKS their foreheads together.

WOODY AND BUZZ
Ow!

ANGUS
Ye've got an angry garden gnome ta
deal with now! Prepare for a
thrashing!

He lifts them in the air again--

Buzz quickly flips his visor shut--

A CLINK as Woody's forehead meets Buzz's visor.

WOODY
Ow.

BUZZ
(his voice muffled)
This is all a misunderstanding! I am
Buzz Lightyear of Star Command!

WOODY
Yeah. We thought Grandma was getting
rid of our friends! And we don't
even know that other guy.

ANGUS
That's the Gardener. Me personal
friend. All they want is a wee bit
o' privacy, away from prying eyes!

Suddenly, Hee-Hee staggers back in. Angus stops. He puts
Woody and Buzz down, and stares at Hee-Hee.

ANGUS (CONT'D)
I know ye. I saw when the ol' lady
was makin' ye!

Hee-Hee gives an uncomfortable laugh.

HEE-HEE
My good man, I'm afraid you must have
me mistaken for my companion. I was
purchased at Sotheby's.

Woody frowns. At that moment, Gladiola comes running up, WHEEZING, panicked--

GLADIOLA
Come quick!
(WHEEZE)
It's Jessie!

Woody and Buzz exchange a look. Then they all take off running for the house. Angus watches them go.

ANGUS
(muttering)
I'm not mistaken. It was ye.

INT. THE KITCHEN - NIGHT

Woody, Buzz, Hee-Hee, Hamm, Rex and Mr. Potato Head huddle worriedly next to the PANTRY DOOR. Gladiola's WHEEZING into a paper bag.

Mr. Potato Head points to the door--

MR. POTATO HEAD
We heard a noise from in there.
Jessie went to check it out.

HAMM
It's been ten minutes, and she hasn't
come out.

Buzz and Woody exchange a look. Then creep toward the door--

WOODY
Jessie? Jess?

No answer. They step inside--

INT. THE PANTRY - NIGHT

The pantry's almost bare. Sardines, prune juice and some crackers past their prime. But no Jessie. Woody frowns.

WOODY
This doesn't make any sense. That
door is the only way in or out.

HAMM
It's like she disappeared into thin
air!

Buzz holds up his hand. They stop. He presses one ear against the wall and taps--

A soft, hollow BOOM.

BUZZ
Hollow wall.
(to Hee-Hee)
Challenger, are you thinking what I'm
thinking?

Hee-Hee nods.

HEE-HEE
Hidden chamber.

WOODY
Oh, come on. I don't think Grandma's
house has any hidden chambers.

Hee-Hee flings his yo-yo, hooks it around a shelf bracket, and
walks up the wall like Batman. He reaches out and flips a
LATCH, opening--

The door of a DUMBWAITER. Impressed "oohs" and "aahs" from
the Toys. Woody stares. Buzz and Hee-Hee nod to each other.

BUZZ
Just as we suspected.

Hee-Hee disappears into the dumbwaiter. Buzz follows. Then
the rest of the Toys clamber up the string after them.

Woody's last, right behind Gladiola. WHEEZING, she pulls
herself awkwardly up--

Then slips down, her butt smushing into Woody's face.

GLADIOLA
Sorry.

WOODY
(his voice muffled)
It's fine.

INT. THE DUMBWAITER - NIGHT

They're all crammed together in the tiny dumbwaiter.

BUZZ
Not a very practical room.

Then Hamm sees a small METAL PLAQUE.

HAMM
(reading)
"Little Otis Dumbwaiter Company."

REX
What's a dumbwaiter?

MR. POTATO HEAD
He gets your order wrong, then leaves
you a tip!

He chuckles. No reaction.

MR. POTATO HEAD (CONT'D)
Come on! It was good!

REX
Hey! What's this?

He flips a switch. The dumbwaiter starts going up. They look around fearfully as the dumbwaiter journeys up the long, dimly-lit shaft. Gladiola SNUFFLES--

GLADIOLA
Where is this thing going?

The dumbwaiter SLAMS to a halt. The door opens. Outside--

INT. THE ATTIC - NIGHT

Darkness. The shadowy silhouettes of BOXES and OLD FURNITURE are barely visible in the faint moonlight.

HEE-HEE
It might be dangerous. I'd better go
first.

Woody puts his hand out--

WOODY
Thanks, Jack, but I've been in
dangerous situations before. I'll go
first.

HEE-HEE
As you wish.

Woody hops out of the dumbwaiter, hits the floor, and trips. He lands face down on the floor. His nose inches from--

The trigger of a MOUSETRAP. He gives a nervous chuckle, then eases slowly away from it. He climbs to his feet and turns back to the dumbwaiter--

WOODY
Watch out for the mousetrap, guys!

Just then the clouds part, flooding the attic with moonlight.
Spread out behind Woody--

HUNDREDS OF MOUSETRAPS. The Toys' eyes go wide.

Woody grins--

WOODY (CONT'D)
Almost landed right on it.

BUZZ
Woody--

Woody takes a step back, and his boot nudges another
MOUSETRAP. A loud SNAP.

In slo-mo, the mousetrap launches into the air. Woody watches
it as it arcs over him--

And lands on another MOUSETRAP. A beat.

Then all hell breaks loose. The minefield of mousetraps
EXPLODES all around him. He dives and ducks as they sail
around him, SNAPPING like crazy.

Close on the other Toys, wincing and cringing as the rapid-
fire SNAPS seem to go on forever.

WOODY (O.S.)
Ow! Ooh! Eee! Aah! Oh!

Finally, silence. The sound of Woody's GROAN.

Then another EXPLOSION of SNAPS.

At last it's over. The Toys all hop down and walk past Woody,
lying on the attic floor, dozens of mousetraps snapped all
over his arms, legs and head.

Buzz and Hee-Hee walk by, side by side--

HEE-HEE
Well done, old chap. Well done!

HAMM
Talk about self-sacrifice! Talk
about dedication!

GLADIOLA
(sniffing)
Thank you, Woody. That was extremely
nice of you.

WOODY

No problem.

He climbs aching to his feet--

And another mousetrap SNAPS shut on his foot.

INT. ANOTHER PART OF THE ATTIC - NIGHT

The Toys creep under an old WICKER CHAIR and around a rusty ELECTRIC FAN.

REX

Jessie?

HAMM

Jessie?

MR. POTATO HEAD

I don't think she's here.

Suddenly, Buzz stops. His face falls.

BUZZ

Not any more.

Woody steps up beside him and looks down--

Jessie's HAT lies in a circle of moonlight on the floor.

REX

(pointing)

Look!

Near the hat, SCRABBLE TILES spell out the grim words--

"NO ONE WILL TAKE MY PLACE"

A roll of THUNDER.

INT. THE RED ROOM - NIGHT

The Toys sit grimly in a circle in the middle of the crimson room. Woody paces in the center--

WOODY

Fact! There's foul play at work in this house. Fact! The only ones here besides us are Andy and Grandma. Andy's asleep, and Grandma's...busy. Conclusion!--

BUZZ

It's one of us.

Everybody GASPS. Pan across their faces. Suddenly the old friends eye each other with suspicion and fear.

HAMM

Do I have to spell it out for you?
"No one will take my place?" It's
obvious! Andy's getting his room re-
done, and there's only gonna be two
spaces. Somebody's gettin' rid of
the competition!

Mr. Potato Head glares at him distrustfully--

MR. POTATO HEAD

And I wonder who that might be.

HAMM

What are you looking at me for,
french fry?

MR. POTATO HEAD

You knew about this whole renovation
thing ahead of time! You said so
yourself!

FLASHBACK. Andy's Room. Hamm brags to the other Toys--

HAMM

I heard Andy and his Mom talking
about it yesterday.

END FLASHBACK.

MR. POTATO HEAD

You knew you wouldn't make the cut.
Unless you cut us out first! How can
you live with yourself? You swine!

HAMM

Me? You got mashed potatoes for
brains.

He looks darkly at Rex--

HAMM (CONT'D)

All I know is, somebody seemed to
know right off the bat that foul play
was in the works--

FLASHBACK. The car outside Grandma's house--

ANDY'S MOM

(to Andy)

Just think, when you get back, you'll
have a whole new room!

In the backpack, the toys stare up fearfully at Grandma's
house--

REX

If we make it through the night.

END FLASHBACK.

Rex looks at Hamm, wide-eyed--

REX (CONT'D)

Who said that?

HAMM

You did, you idiot! And why would
you say that unless you *knew* some of
us weren't coming home? And how
would you know *that*, unless you're
the one who was gonna bump us off!

Rex gulps.

HAMM (CONT'D)

What did you do with the bodies, you
sick lizard?

REX

I didn't do it! I swear!

HAMM

Tell it to the judge.

REX

It wasn't me!

He looks around desperately, then points at Mr. Potato Head--

REX (CONT'D)

It was him!

MR. POTATO HEAD

What?

REX

I bet he left his wife's lips down in
the parlor on purpose!

FLASHBACK. Mr. Potato Head looks around surreptitiously, then
places Mrs. Potato Head's LIPS under the sofa.

DARK
OUT^{90.}

REX (V.O.) (CONT'D)
That's how he lured us down there!
And that's how he tried to do away
with Buzz! With his remote-control
logs!

Mr. Potato Head watches from behind the stack of FIREWOOD as
Buzz steps into position in front of the fireplace. A
malevolent glint in his eye. He presses a button on a REMOTE
CONTROL, and the log rolls down, SMASHING Buzz into the fire.

REX (V.O.) (CONT'D)
Don't you see! He'll stop at
nothing! HE IS PURE EVIL!!!

Close on Mr. Potato Head. Illuminated by flame. His evil
lips curl into a demonic smile--

MR. POTATO HEAD
Moo-hoo-ha-ha-haaaaaaaaa!

END FLASHBACK.

Everybody stares blankly at Rex--

MR. POTATO HEAD (CONT'D)
Remote control logs?
(to everybody)
Obviously Rex didn't do it. Too
stupid.

Woody steps forward, eyes firmly fixed on Hee-Hee.

WOODY
Personally, I don't think any of
Andy's toys would be capable of this.
We're friends. We trust each other.

HAMM
I see where you're goin' with this,
Wood-man. And I'm right with you.

He points accusingly--

HAMM (CONT'D)
It was the monkey-girl! Sure, she
seems like an innocent geek. But
inside, she's got the cold, hard
heart of a killer!

They all look at Gladiola. Somehow she's got her head caught
between the slats of an END TABLE.

GLADIOLA

I think I might be having a problem.

HAMM

Or maybe not.

WOODY

I'm not talking about Gladiola, Hamm.
I'm talking about someone else we
know nothing about.

He turns to face Hee-Hee.

WOODY (CONT'D)

You never seem to be accounted for
when somebody disappears, Jack.

HEE-HEE

What are you saying?

WOODY

I'm saying I see your fingerprints
all over this!

BUZZ

I don't think he even has fingers,
Woody. His hands are more like
little mittens.

WOODY

It's a figure of speech.

HEE-HEE

And what about you, Mr. Woody? The
same could be said of you. Every
time someone vanishes, you're
unaccounted for, too.

WOODY

Everybody here knows I am not a
murderer.

HAMM

Although, in fairness, Woody did push
Buzz out a window once. Got him
trapped next door with a homicidal
kid.

BUZZ

(chuckling to himself)
Good times. Good times.

WOODY

That was an accident.

HEE-HEE

Accidents seem to happen around you a lot, Woody.

WOODY

I don't have a motive! If Andy's gonna take two toys, obviously it's gonna be me and Buzz.

MR. POTATO HEAD

Whoah! Stand back, everybody! Make way for Woody's ego!

HEE-HEE

Are you sure Andy would choose you, Woody? Or do you have to make sure?

They step toward each other angrily--

WOODY

Now, listen you--

But Buzz steps between them.

BUZZ

Cease and desist! Everybody just calm down. The fact is, we don't know who the murderer is. So let's have no more reckless accusations.

Woody and Hee-Hee glare at each other. Then reluctantly back down.

BUZZ (CONT'D)

Whoever's doing this isn't going to try anything as long as we're all together. We'll stay right here in this room until morning.

Woody eyes Buzz, feeling betrayed. He goes off and sits in the corner by himself.

INT. THE RED ROOM - LATER

Pan across the faces of the Toys. They've been up for hours. They're strung out, tense, eyes darting back and forth.

Pan to Rex. He's fast asleep. Hamm pokes him in the ribs. Rex jolts awake, and goes back to eyeing everyone suspiciously.

Suddenly, Mr. Potato Head gets up and heads for the door.

HAMM

Where do you think you're going?

MR. POTATO HEAD

I'm tired of staring at your ugly mugs. I'm getting something to read.

Hee-Hee looks suddenly troubled--

HEE-HEE

But we agreed we'd all stay in this room.

Mr. Potato Head sighs, exasperated--

MR. POTATO HEAD

If the rest of you stay here, you can't do anything to me, and I can't do anything to you.

They all consider it.

BUZZ

All right. But hurry back.

Mr. Potato Head leaves. Hee-Hee gets up and starts to pace nervously.

INT. THE LIBRARY - NIGHT

Mr. Potato Head scans the bookshelves. Then frowns. He pulls a BOOK from the shelf and opens it--

MR. POTATO HEAD

That's weird.

INT. THE RED ROOM - NIGHT

Hee-Hee's looking nervous--

HEE-HEE

I say again! It was a mistake to let anyone leave this room!

Suddenly, a LIGHTNING FLASH. An electric CRACKLE. And the lights go out. The room's plunged into complete darkness.

Rex SCREAMS. A lamp CRASHES to the floor. CHAOS.

HAMM

Everybody stay away from me! I'm goin' windmill!

WOODY
Ow! Somebody bit my foot!

REX
Sorry.

INT. THE LIBRARY - NIGHT

In the faint MOONLIGHT, Mr. Potato Head looks around fearfully. The sound of soft FOOTSTEPS. Mr. Potato Head peeks out from behind a reading chair, and his eyes go wide--

MR. POTATO HEAD
(to himself)
I don't believe it!

He starts writing furiously in the DUST on the floor. Suddenly, a SHADOW looms over him. He looks up in terror--

A SUDDEN MOTION. He's gone.

INT. THE RED ROOM - NIGHT

The CHAOS continues. Suddenly, another electric CRACKLE. The LIGHTS come back on to reveal--

Rex, tangled up in the CORD of a lamp. Gladiola, her glasses slipped down her face, flailing weakly at a CUSHION. Hamm, going windmill with his stubby arms. Woody and Buzz, hands around each other's throats.

WOODY
Oh. Sorry.

BUZZ
Sorry.

Suddenly, from the hallway--

HEE-HEE (O.S.)
Lightyear!

BUZZ
(to Woody)
That was Challenger! Come on!

INT. THE HALLWAY - NIGHT

Woody and Buzz race into the hallway. It's empty. From the floor above--

HEE-HEE (O.S.)
Lightyear! Come quickly!

Buzz heads for the stairs.

WOODY

What about Mr. Potato Head?

BUZZ

You go get him! I'll find
Challenger!

They race off in different directions.

INT. THE RED ROOM - NIGHT

Hamm, Rex, and Gladiola are all alone. The tension's
unbearable. Gladiola SNIFFLES nervously.

HAMM

You want my opinion? This is all
part of the killer's plot. It's
Murder 101. Get 'em separated. Then
pick 'em off one by one.

Gladiola lets out an asthmatic WHEEZE--

GLADIOLA

Oh no. Oh no. I'm hyperventilating.

She cowers behind the sofa and covers her eyes with her paws.

GLADIOLA (CONT'D)

Happy thoughts. Happy thoughts.

Rex peers out into the dark hallway, trembling with fear.

REX

At least the three of us will be
safe--

Behind him, a SUDDEN MOTION as Hamm is yanked offscreen.

REX (CONT'D)

--as long as we stay together.
Right, Hamm?

He turns around and lets out a little YELP.

REX (CONT'D)

Hamm?

He tiptoes over to Gladiola. She rocks back and forth gently,
her paws still covering her eyes.

REX (CONT'D)

Um. Gladiola? I don't want to alarm you. But I think the murderer is *in this room!*

Gladiola SCREAMS. Her eyes still covered, she races for the door--

And SLAMS into the wall. She bounces back, staggers, and races out the door, SCREAMING.

Rex whips around and scans the room. It looks empty. He smiles nervously, and backs toward the door--

REX (CONT'D)

Ha ha ha. I was just leaving. Here I go. Leaving. Goodbye!

INT. THE HALLWAY - NIGHT

Rex backs out of the room and looks around. He's all alone in the gloomy corridor. He closes his eyes tight--

REX

Happy thoughts. Happy thoughts.

A SUDDEN MOTION. He's gone.

INT. THE LIBRARY - NIGHT

Woody rushes in and stops short. Lying on the floor next to an open HEATING DUCT--

Mr. Potato Head's moustache. The scrabble tiles with their grim message: "NO ONE WILL TAKE MY PLACE."

Buzz rushes in and sees the message. Then Woody points--

WOODY

Look!

Scrawled in the dust--

"I KNOW WHO DID IT! IT WAS "

But there's no name. The rest is just a smudge in the dust. A roll of THUNDER.

BUZZ

You know, he really shouldn't have taken the time to write "I know who did it! It was." He should have just written the name. We'd put it together.

Suddenly, Gladiola rushes in, hyperventilating.

GLADIOLA

They--

(WHEEZE)

--got--

(WHEEZE)

--Hamm and--

(WHEEZE)

--Rex! They're gone!

Woody and Buzz look grimly at each other. Suddenly, Hee-Hee rushes in.

BUZZ

Challenger! There you are!

WOODY

(suspiciously)

Where have you been?

HEE-HEE

I heard someone sneaking away when the lights went out. I tried to follow. But whoever it was, I lost them.

Buzz peers into the HEATING DUCT.

HEE-HEE (CONT'D)

That shaft leads directly to the furnace. Anything that falls in there...

They peer down into the shaft. The faint RED GLOW of the furnace from far below.

BUZZ

(grimly)

Baked potato.

GLADIOLA

(sniffling)

That's terrible.

Hee-Hee places a reassuring paw on Gladiola's shoulder--

HEE-HEE

Now, now. We'll get through this.

He gazes off thoughtfully.

HEE-HEE (CONT'D)

It reminds me of a narrow scrape I had in Tanzania some years back. There I was, teetering on the rim of Africa's most deadly volcano. The dreaded Mount Ngorongoro!

As Hee-Hee holds forth, something catches Woody's eye. Poking out from the side of the sofa--

The BOOK Mr. Potato Head was reading. Woody picks it up, and his eyes go wide.

Absorbed in his tale, Hee-Hee doesn't notice.

HEE-HEE (CONT'D)

Molten lava below me! So hot it nearly melted my buttons! The only thing--

Suddenly, Woody walks up, reading aloud from the book. His words matching Hee-Hee's perfectly--

WOODY

--between me and certain doom, were the slender roots of the baobab tree!"

HEE-HEE

--between me and certain doom, were the slender roots of the baobab tree!

Hee-Hee trails off. And Woody finishes reading--

WOODY

"It was a very sticky situation."

He closes the book with a triumphant smile.

WOODY (CONT'D)

Isn't that right...Jack Challenger!

He turns the book around. Splashed across the cover--

*"SAFARI OF FEAR
A JACK CHALLENGER ADVENTURE"*

Beneath, a 1940s-style drawing of a man. JACK CHALLENGER himself. Square jaw. Windswept hair. He clings to the rocky rim of a volcano as red-hot lava bubbles below.

Buzz and Gladiola stare in shock. Hee-Hee's face falls. Woody yanks another book off the shelf--

WOODY (CONT'D)

Tell us another one, Jack! How about *The Cursed Pagoda of Shanghai!*

Woody grabs books from the shelf and flings them to the floor. One by one, all the Jack Challenger Adventures--

WOODY (CONT'D)

Or maybe *The Maze of Montezuma*! Hey, look! Here's you at the North Pole! And here's you saving the son of the Maharaja.

He throws the final book onto the pile. It's open to a PICTURE of Jack Challenger jumping to catch the wheels of a biplane that roars overhead.

Buzz picks up one of the books and frowns at Hee-Hee.

BUZZ

They based these books on you?

WOODY

No, Buzz! They didn't base the books on him! He stole his stories from the books! He's not an adventurer. He's a liar. And not a very original one, either.

Gladiola stares at Hee-Hee in disbelief.

GLADIOLA

You mean...none of it was true?

Hee-Hee slumps, defeated.

HEE-HEE

None of it. It was all a sham. I'm not Jack Challenger.

He looks mournfully at them.

HEE-HEE (CONT'D)

My real name is Hee-Hee.

They all look at him.

BUZZ

Doesn't have quite the same ring to it.

HEE-HEE

I'm not from Sotheby's. I made that up. Even my accent is fake.
(losing the British
accent)
I talk more like this.

WOODY
Why'd you do it, Hee-Hee?

HEE-HEE
Why?

He glares hatefully at Woody.

HEE-HEE (CONT'D)
Well, there is a story. And this
time, it's all true. Every last word
of it. You'll like it, Woody.
There's even a role for you!

Woody frowns.

HEE-HEE (CONT'D)
It was Christmas Eve, exactly one
year after Gladiola was made.
Grandma decided to try her hand at
sock monkeys once again...

FLASHBACK--

GRANDMA'S SEWING ROOM. Grandma finishes knitting Hee-Hee and
holds him up--

GRANDMA
Much better than the last one.

She sets him on a table littered with wrapping paper and
ribbons. Lying next to him, Woody.

HEE-HEE (V.O.)
Woody and I were both to have been
gifts for young Andrew on that
Christmas day. But fate--or someone--
had other plans.

Woody moves his arm--

And knocks over a TUBE OF GLUE. It spills out, covering Hee-
Hee's head.

HEE-HEE (V.O.) (CONT'D)
After the "incident," Grandma still
hoped to have me ready in time.

THE BASEMENT. Hee-Hee's head is encased in glue. Grandma
chips at it with a screwdriver. Then washes him in the sink.

THE BACK YARD. Hee-Hee hangs from the clothesline, soaking
wet. He looks up. A single SNOWFLAKE drops from the sky.

HEE-HEE (V.O.) (CONT'D)
 It didn't occur to her that *December*
is not the time to hang someone on a
clothesline!

Hee-Hee hangs on the line in a raging SNOWSTORM.

THE KITCHEN. Hee-Hee's frozen solid. A CLINK-CLINK as
 Grandma bangs him against the kitchen counter.

GRANDMA
 I guess I'd better give up on these
 things.

She puts him in the microwave. Close on Hee-Hee. He watches
 through the microwave door as Andy unwraps Woody by the
 Christmas tree. Steam rises from Hee-Hee's head.

HEE-HEE (V.O.)
 Woody went off to a happy new life.
 But I was left behind.

Close on Woody in Andy's arms. Their image spins around and
 around. Pull back--

They're reflected in Hee-Hee's eye. He spins around and
 around in the DRYER.

In Andy's arms, Woody catches a brief glimpse of Hee-Hee in
 the dryer. Their eyes lock.

END FLASHBACK.

Woody points at him triumphantly--

WOODY
 I *knew* I'd seen you somewhere before!
 (he frowns)
 I thought you were taller.

HEE-HEE
 (glaring at Woody)
 I shrank in the dryer.

He looks mournfully at Buzz and Gladiola.

HEE-HEE (CONT'D)
 Grandma kept me here in the library
 for a year, and I had a lot of time
 on my hands. A lot of time...to
 read.

He gestures to the Jack Challenger books strewn across the
 floor.

HEE-HEE (CONT'D)
And practice my yo-yo.
(he sighs)
Then she moved me to the closet,
where I met Gladiola. I couldn't
bear to admit that I was just like
her. Just another unwanted toy.

Gladiola slumps sadly.

HEE-HEE (CONT'D)
So I lied. And I became Jack
Challenger. At least in her eyes.

He looks at Woody.

HEE-HEE (CONT'D)
You took everything from me, Woody.
Now you've even taken that.

WOODY
I knew it!
(he turns to Buzz)
Don't you see? "No one will take my
place!" He thinks I took his place
with Andy! Now he wants to take my
place!

He turns on Hee-Hee accusingly--

WOODY (CONT'D)
Isn't that right, Hee-Hee? Get rid
of us, one by one, till there's no
one left but you and Buzz. Then the
two of you will go home with Andy!

But Hee-Hee looks mournfully at Woody.

HEE-HEE
No, Woody. I'm no murderer. Just a
fraud.

He looks at Gladiola.

HEE-HEE (CONT'D)
I'm sorry.

Then he turns and runs out of the room.

GLADIOLA
Jack!

She rushes out after him.

WOODY
 (calling after her)
 His name's not Jack! It's Hee-Hee!

Buzz shakes his head sadly.

BUZZ
 That's the most tragic story I've
 ever heard in my life. Woody, I
 think you owe Hee-Hee an apology.

WOODY
An apology?! He's a murderer!

Buzz shakes his head.

BUZZ
 He saved my life, Woody. And even if
 he's not the real Jack Challenger,
 he's been a hero the whole time I've
 known him. Unless you show me some
 hard evidence, I refuse to believe
 he's a murderer.

Woody stares at him, betrayed and angry.

WOODY
 Fine, Buzz. We're through. Go off
 with your new best friend.

BUZZ
 Woody--

WOODY
 Go on. Get outta here.

Buzz looks at him sadly. Then walks out the door. Woody
 stares at the empty space where his best friend used to be.

Then he gets an idea.

WOODY (CONT'D)
 (to himself)
 You want evidence?

He bends down and picks up the SCRABBLE TILES.

WOODY (CONT'D)
 I'll give you evidence.

INT. THE KITCHEN - NIGHT

Gladiola pads softly past the metal legs of the kitchen table,
 SNIFFLING.

GLADIOLA

Jack? Jack?

She sees the DOOR to the basement. It's open. Rickety wooden stairs disappear into a yawning chasm of darkness.

INT. THE CELLAR - NIGHT

Gladiola lowers herself carefully from stair to stair. Water drips from rusty pipes overhead. A low RUMBLE. She looks--

The FURNACE sits in the corner, rumbling. A RED-HOT GLOW from the chinks in its metal door.

Close on Gladiola. Her face illuminated by the red glow. Suddenly, two KNITTING NEEDLES loom up in front of her--

INT. MUSIC ROOM - NIGHT

Woody sneaks past a pile of sheet music. Suddenly, he hears a SCREAM.

WOODY

Gladiola!

INT. THE CELLAR - NIGHT

Woody races down the stairs, then stops.

WOODY

Oh, no.

In the red glow of the furnace--

Two knitting needles. A pile of GLADIOLA-COLORED YARN. A pair of clumsily-knitted EYEGLASSES.

Woody bends down and picks up the yarn--

WOODY (CONT'D)

(sadly)

Gladiola.

Suddenly, Buzz appears at the top of the stairs. He stares in shock at Woody.

BUZZ

Woody. What have you done?

WOODY

What? No! I found her like this.
It was Hee-Hee! It had to be!

Just then, Hee-Hee comes up next to Buzz. He sees Woody with the pile of yarn, and his face contorts with rage.

HEE-HEE

You!

WOODY

You!

Hee-Hee dives off the stairs--

And TACKLES Woody to the floor. A tangle of arms and legs. Hee-Hee grabs a KNITTING NEEDLE and raises it high--

Woody rolls out of the way as it glances off the floor where his head used to be. He grabs the other KNITTING NEEDLE, and springs to his feet.

They face off like swordsmen.

HEE-HEE

I've always despised you, Woody.

WOODY

The feeling is mutual.

Knitting needle meets knitting needle. They fence furiously across the floor. Ducking behind pipes. Leaping over paint cans. Their SHADOWS splashed across the wall by the red glow of the furnace.

Buzz watches as Woody pursues Hee-Hee up the stairs, parrying and thrusting. Woody slashes. Hee-Hee ducks--

And Woody's knitting needle THWACKS Buzz in the head, sending him flying over the railing. He CLATTERS to the floor below.

WOODY (CONT'D)

Buzz!

Then he ducks as Hee-Hee swings. The fight spills into--

INT. THE KITCHEN - NIGHT

Woody and Hee-Hee leap from chair to table to countertop, fencing. Hee-Hee knocks the knitting needle from Woody's hand. It clatters away across the counter.

HEE-HEE

You're mine, Woody.

He grabs a HAND MIXER, revs it menacingly, and lunges. Woody jumps backwards--

And lands on the stove. Hee-Hee drops the mixer and dives for the burner knobs.

Woody hops from burner to burner, dodging FLAMES as Hee-Hee turns them on and off.

WOODY

Yah! Hoo! Ha! Hee! OW!

Woody leaps up, grabs a roll of PAPER TOWELS, and swings to the kitchen counter. He balls up his fists and races toward Hee-Hee--

Hee-Hee tips over a jar of CRISCO.

WOODY (CONT'D)

Whooooaaaaahhhhh!

Woody wipes out on the greasy counter and rockets off the edge, landing on the floor with a WHUMP.

Hee-Hee leaps after him. They try to stand and fight, but keep slipping and falling in the Crisco. Finally, Woody breaks free and races into--

INT. THE LIBRARY - NIGHT

Woody stops in front of the open HEATING DUCT. The red glow of the furnace from far below. He turns around--

Hee-Hee stands in the doorway. Woody's trapped. The sock monkey takes out his trusty yo-yo, and flings it--

It spins toward Woody and wraps around him.

HEE-HEE

Looks like you're in a very sticky situation, Woody.

But Woody grabs the string of the yo-yo and gives a hard YANK. Hee-Hee flies forward--

And tumbles into the HEATING DUCT. With a CRY, he disappears down the shaft, his yo-yo trailing behind.

Woody stares in horror into the heating duct.

WOODY

Oh no.

He turns around--

Buzz is standing in the doorway.

WOODY (CONT'D)

I...I didn't mean to *kill* him, Buzz.

He takes a step toward Buzz--

And the SCRABBLE TILES spill from his pant leg, clattering to the floor. Buzz stares at him, aghast.

BUZZ

It was you!

He steps forward. Woody backs up.

WOODY

Buzz, you gotta listen to me. I know this doesn't look good. But the only reason I have those letters is 'cause I was gonna plant them on Hee-Hee.

BUZZ

You were going to frame him?

WOODY

But only because he was guilty!
Buzz, you gotta believe me!

Buzz takes another step forward, and Woody retreats again--

WOODY (CONT'D)

Okay! Okay. I was jealous. I admit it. He comes along, and suddenly you're best friends with the guy, and I felt a little left out.

BUZZ

And you knew there were only two spots in Andy's new room. So you thought if you got rid of everybody else, we could go back to being best friends.

He shakes his head--

BUZZ (CONT'D)

How could I be best friends with a murderer, Woody?

Buzz advances again. Alarmed, Woody grabs an old UMBRELLA from the umbrella stand.

WOODY

Buzz, now just calm down.

BUZZ

Is this how it ends, Woody? Are you
gonna kill me too?

Buzz lunges for him. Woody POPS the umbrella. It flies open,
and Buzz bounces off it. Woody races out the door.

Buzz grabs a roll of SCOTCH TAPE from an end table and races
after Woody.

INT. THE HALLWAY - NIGHT

Woody jumps onto the CHAIN hanging from an antique CUCKOO
CLOCK. He unhooks the WEIGHT, and rockets skyward as the
weight on the other end plummets.

Buzz dives aside as the weight CRASHES in front of him. He
looks up to see Woody vaulting from the clock to the stairs.

BUZZ

You're not gonna get rid of me that
easily, Woody!

Buzz races up the stairs after him.

INT. THE BATHROOM - NIGHT

Woody dives into the bathroom and looks around. He's trapped.
Buzz runs in.

WOODY

I'm telling you, Buzz! I'm innocent!

BUZZ

And I'm Santa Claus!

A CRASH of thunder and lightning. Woody looks around,
panicked. Nowhere to run. Except--

Woody jumps to the sink and pushes open the WINDOW. Outside,
the storm rages. Woody takes a deep breath, and jumps out--

EXT. THE WINDOW - NIGHT

He grabs the shutter in mid-air--

--swings to the drainpipe--

And starts climbing. He looks back--

Buzz leaps to the pipe and starts climbing after him in the
driving rain.

EXT. THE ROOF - NIGHT

Woody hauls himself up and scrambles up the slippery shingles to the very peak of the roof. The rain pours down around him. Lightning CRASHES near the WEATHER VANE--

Buzz hauls himself up and staggers across the rain-soaked roof toward Woody. He RIPS off a length of Scotch tape--

BUZZ
I'm bringing you to justice, Sheriff.
I'm gonna wrap you up and put you in
storage. You'll never hurt another
toy again!

But Woody looks past Buzz. His eyes go wide--

WOODY
Buzz! Look out!

BUZZ
Ha ha ha, Woody. I'm not that
stupid.

Behind Buzz, the WEATHER VANE swings toward him in the wind--

And CRACKS him in the back of the head. Buzz somersaults down the sloping roof--

WOODY
BUZZ!

Woody dives after his friend. Buzz hurtles toward the edge of the roof. As he tumbles over the edge, he reaches out--

And grabs the gutter. He dangles by one hand, three stories above the ground.

Woody skids to a stop above him. He reaches out, shouting above the pouring rain--

WOODY (CONT'D)
Buzz! Grab my hand!

BUZZ
Away, murderer!

WOODY
Come on, Buzz! You know me! You
know I'm no murderer!

BUZZ
The facts say otherwise, Woody!

WOODY
Forget the facts!

The gutter CREAKS and pulls away from the roof. Buzz looks down at the ground, far below. Then back at Woody.

WOODY (CONT'D)
I'd never do anything to hurt you,
Buzz. You're my best friend.

He leans out over the edge, reaching for Buzz.

WOODY (CONT'D)
Look at my face, Buzz. You know I'm
innocent.
(he looks him in the eye)
Trust me.

Buzz looks his best friend in the eye. And in his heart, he knows Woody's telling the truth. He reaches out--

Their hands clasp. Buzz and Woody smile at each other.

Then Woody's feet slip--

and they plummet off the roof.

EXT. GRANDMA'S HOUSE - NIGHT

WOODY AND BUZZ
Aaaaaaaaaaaaaahhhhhh!

They fall through the storm, hand in hand, and CRASH through the canopy of a TREE, SMASHING through branch after branch, still holding on tight to each other's hands.

They finally come to rest, their hands clasped together over a thin BRANCH, dangling in the rain.

WOODY
You okay?

BUZZ
Yeah. You okay?

WOODY
Yeah.

Then the branch SNAPS, and they plummet to the ground with a THUD. Woody sits up and SCREAMS--

Buzz has no head.

BUZZ'S HEAD (O.S.)
Over here.

Woody turns--

BUZZ'S HEAD lies by the tree trunk, looking annoyed. Woody stares. Then he cracks up.

BUZZ'S HEAD (CONT'D)
It's not funny.

WOODY
(laughing)
Yes, it is.

BUZZ'S HEAD
No. It isn't.

But he starts to chuckle too.

BUZZ'S HEAD (CONT'D)
I guess it is a little funny.
(beat)
I guess I kinda lost my head!

They both crack up. Buzz's body gets up and starts to wander away.

BUZZ'S HEAD (CONT'D)
Hey!

EXT. GRANDMA'S HOUSE - DAWN

The storm is over, and the first faint rays of sunlight poke through the trees.

BUZZ
I should have trusted you, Woody.
You're my best friend. Instead I let
that sock monkey pull the wool over
my eyes. I couldn't even see he was
a murderer.

Woody frowns.

WOODY
Wait a minute. Wool...

Then he realizes--

WOODY (CONT'D)
Buzz, Gladiola said she was one
hundred percent wool, right?

BUZZ

Right.

WOODY

'Cause that yarn in the basement? It
wasn't wool. It felt more like
acrylic.

Suddenly, a NET OF YARN falls over them. Woody feels it--

WOODY (CONT'D)

Yep. Acrylic.

A SUDDEN MOTION as Buzz and Woody are YANKED into the air.
They hang helplessly from the branches of the tree--

And Gladiola walks up.

BUZZ

I thought I smelled something
unusual.

WOODY

Why'd you do it, Gladiola?

Gladiola SNIFFLES--

GLADIOLA

Why do you think, Woody? I did it
for love.

WOODY

You were in love with me?

GLADIOLA

You? I'm not *desperate*, Woody!
Jeez, somebody sure is full of
himself.

Woody rolls his eyes.

GLADIOLA (CONT'D)

I was in love with Jack Challenger.

WOODY

You mean Hee-Hee?

Gladiola shakes her head.

GLADIOLA

He'll always be Jack Challenger to
me.

FLASHBACK.

A dark closet. Gladiola sits alone on a shelf, making a god's-eye out of popsicle sticks and yarn. She sighs.

GLADIOLA (V.O.) (CONT'D)
I'll never forget the first time I
saw him.

Grandma opens the door, plops Hee-Hee on the shelf, and hobbles away. A shaft of sunlight illuminates Hee-Hee as he looks Gladiola up and down, then flashes a charming smile--

HEE-HEE
Challenger. Jack Challenger.

He puts out his paw.

GLADIOLA (V.O.)
It was love at first sight. For me
anyway. But it's not like he'd ever
feel the same way about me. Not in a
million years.

A SERIES OF SHOTS. Gladiola gazes admiringly at Hee-Hee as he regales her with one of his adventures. She applauds as he does a yo-yo trick. She looks sheepish as he helps her get her head unstuck from a mayonnaise jar.

GLADIOLA (V.O.) (CONT'D)
So basically, I could never tell him
how I felt. But at least I didn't
have to share him with anyone else.
Until you guys came along.

THE ATTIC. Hee-Hee peers out the window at Woody, Buzz and the other Toys in Andy's backpack. Gladiola's hopping up and down, trying to see--

GLADIOLA (CONT'D)
What is it? What is it?

HEE-HEE
Toys! At last, someone new to talk
to!

Gladiola's face darkens.

THE PARLOR. Woody and Buzz stand in front of the fireplace. Gladiola peeks out from behind the firewood. Then pushes--

The FIREWOOD tumbles toward Woody and Buzz.

GLADIOLA (V.O.)
At first I was just trying to freak
you out, so you'd go away.

The Toys gather around Hee-Hee. He basks in their admiration.

GLADIOLA (V.O.) (CONT'D)
But then I realized, the only way I
could keep Jack to myself was to get
rid of you. One by one.

THE SEWING ROOM. Gladiola knits her NET of yarn.

GLADIOLA (V.O.) (CONT'D)
Luckily I'm pretty good at arts and
crafts.

SUPER-FAST SHOTS of each Toy getting snatched by Gladiola's
net. Bullseye in the Bathroom. Slinky in the Stairwell.
Jessie in the Attic. Mr. Potato Head in the Library. Hamm in
the Red Room. Rex in the Hallway. The ominous Scrabble
letters each time.

GLADIOLA (V.O.) (CONT'D)
I made up that story about Andy
getting rid of you to make you
suspect each other. But I knew I'd
have to do something special to
really throw you off my trail.

THE CELLAR. Gladiola knits replicas of her glasses and lays
them on top of a PILE OF YARN. Then she SCREAMS, and sneaks
off to hide in the darkness.

GLADIOLA (V.O.) (CONT'D)
I saved you two for last. I knew
once you were gone, I'd have him
back. And maybe someday, I'd even
have the courage to tell him how I
felt.

FANTASY SEQUENCE.

A PENTHOUSE APARTMENT overlooking Manhattan. Hee-Hee's in a
tuxedo. Gladiola's in a sequined evening gown. Hee-Hee drops
the needle on a record and shoots her a sultry look.

"Let's Get Physical" kicks in. Hee-Hee and Gladiola dance,
their limbs flailing wildly.

Hee-Hee dances onto the balcony. He hits the railing and
falls backwards. Gladiola lunges for him, but it's too late--

Fantasy merges with flashback. Hee-Hee tumbles down the
heating duct. The red glow of the furnace below.

END FLASHBACK.

GLADIOLA (CONT'D)

But you took him away from me.

Gladiola glares at Woody and Buzz and SNIFFLES furiously--

GLADIOLA (CONT'D)

Now I'm really, really angry!

EXT. GRANDMA'S DRIVEWAY - MORNING

Close on Woody and Buzz, tightly bound with yarn, as Gladiola drags them across the gravel.

BUZZ

I don't think I like Grandma's house,
Woody.

Gladiola drags them to some GARBAGE CANS at the curb. Down the block, the GARBAGE TRUCK makes its way toward Grandma's.

GLADIOLA

Time to join your friends.

She hoists Woody and Buzz into--

INT. GARBAGE CAN - MORNING

Bullseye, Slinky, Jessie, Mr. Potato Head, Hamm and Rex lie inside the bag, tied up with yarn, half-buried in GARBAGE.

REX

Woody! Buzz! What are you guys
doing here?

MR. POTATO HEAD

They stopped by for a tea party!
Whaddaya think they're doing here,
you idiot?

WOODY

Boy, is it good to see you guys!

BUZZ

My god. The stench in here is
unbearable!

Hamm reclines on an old bag of RYE BREAD.

HAMM

It's actually not so bad, once you
get used to it.

WOODY

Yeah, well, we don't have time for that. If we don't get outta here fast--

The garbage truck's gears GRIND as it moves closer--

WOODY (CONT'D)

We're headed for the landfill!

The Toys look at each other in alarm and start writhing around furiously, trying to get free of the yarn.

Jessie squirms around, and comes face to face with an old BUTTER WRAPPER. She thinks--

JESSIE

Bullseye! Grab that in your teeth!

Bullseye doesn't like the smell. But he does it. Jessie rubs her wrists in the butter. The yarn slips--

And her hands get free. Quickly, she unties the other toys.

SLINKY

Way to go, Jessie!

The garbage truck SQUEALS as it pulls up to the house.

WOODY

Let's get outta here.

Hamm looks over the top of the garbage can--

And sees a GARBAGE MAN headed right towards them.

HAMM

We're too late! Hide!

They all dive under the trash. The garbage man, a young guy we'll call THE ROOKIE, peers in--

Rex cowers underneath a banana peel, trembling--

REX

Tell me when it's over.

The Rookie frowns and calls over to the older, grizzled garbage man. Call him THE VETERAN.

THE ROOKIE

I think I just heard a banana peel talk.

*more
excitement*

THE VETERAN

This job does that to you. Your mind starts to do weird things. I once saw some cottage cheese sing the Star Spangled Banner.

The Rookie nods grimly, ties the bag shut, and heaves it over his shoulder.

INT. THE GARBAGE BAG - MORNING

The Toys are all scrunched together--

BUZZ

We've got to get out of here!

They all try to bust through the bag.

EXT. GRANDMA'S DRIVEWAY - MORNING

The garbage bag undulates, each Toy's OUTLINE appearing as they try to break through. The Rookie hurls the bag into the back of the truck. The truck rolls forward.

INT. THE GARBAGE BAG - MORNING

SLINKY

It can't be broken!

HAMM

That's Steel Sak for ya. Finest bag on the market.

BUZZ

Rex! Use your teeth!

REX

But this bag is so unsanitary!

BUZZ

Rex!

Rex grabs the plastic and starts chewing.

EXT. THE GARBAGE TRUCK - MORNING

Rex's head pops through the garbage bag. He spits out shreds of plastic and wipes off his tongue. Woody's head pops out--

WOODY

Atta boy, Rex!

REX

I don't feel so good.

*Product
endorsement*

The Toys all bust out. The truck comes to a stop.

BUZZ

Okay, everybody. On the count of three!

They get ready to jump.

BUZZ (CONT'D)

One. Two--

The Rookie empties a can of loose GARBAGE right on their heads, burying them. They dig their way to the surface, sputtering and filthy. Mr. Potato Head's covered in YELLOW MUSH. He peers at a jar--

MR. POTATO HEAD

Baby food. Why'd it have to be baby food?

From the front of the truck--

THE ROOKIE

That's the last pickup. Let's head for the dump.

THE VETERAN

Let's roll!

The Rookie hits a LEVER--

And the metal COMPRESSOR swings down. The Toys all SCREAM. It sweeps them into--

INT. THE COMPACTOR - MORNING

The compressor stops. The Toys heave a sigh of relief.

JESSIE

Thank god.

Woody looks around. Massive METAL WALLS on all sides.

WOODY

We're trapped.

REX

Heeeeelllllppp!

EXT. THE GARBAGE TRUCK - MORNING

The garbage truck pulls away. Pull back--

Zoom into Grandma's house, through the Library, into the heating duct, down toward the red glow of the FURNACE, to stop on--

HEE-HEE. He's braced against the sides of the shaft, just above the HOT COALS. His little sock limbs straining--

HEE-HEE
Can't...hold on...much longer!

He looks past the coals to the METAL DOOR of the furnace. Then he lets go.

In mid-air, he shoots out his yo-yo, snagging the door, and swings over the hot coals--

INT. THE CELLAR - MORNING

Hee-Hee BURSTS out through the door and rolls to a stop on the cement floor. He sits up. Singed. Smoking. Alive.

EXT. GRANDMA'S HOUSE - MORNING

Hee-Hee bursts through the CAT DOOR and comes face to face with--

Gladiola. He stares in shock. So does she.

GLADIOLA
Jack! You're...you're alive!

HEE-HEE
Gladiola! What's going on?

Gladiola looks distraught.

GLADIOLA
I think I did a very bad thing.

And Hee-Hee realizes.

HEE-HEE
What did you do with them?

Gladiola looks over her shoulder--

The garbage truck disappears around the corner.

EXT. GRANDMA'S YARD - MORNING

Hee-Hee sprints across the lawn. Angus the Garden Gnome stands in his spot in a BED OF TULIPS. Hee-Hee vaults over him. Angus watches him go--

ANGUS
(darkly)
Strange happenings.

Hee-Hee leaps from SHRUB to SHRUB as if they were stalls in a Bombay bazaar, trying to intercept the garbage truck. As it drives by, he leaps for it--

And misses.

Pan down the back of the truck. Wrapped around the rear bumper--

A YO-YO.

The truck drives down the street, Hee-Hee dragging behind on his stomach. He hauls himself paw-over-paw up the yo-yo string.

INT. THE GARBAGE TRUCK CAB - MORNING

Lynyrd Skynyrd blares from the tape deck. The Rookie looks in the rear view mirror--

Hee-Hee is scaling the side of the truck.

The Rookie shakes his head.

THE ROOKIE
It's gettin' bad.

As he drives, The Veteran reaches down and hits a button labelled, "COMPACTOR."

INT. THE COMPACTOR - MORNING

The Toys SCREAM as the COMPRESSOR starts up again. The massive metal wall GRINDS toward them. They all push vainly at the mounds of garbage that press in.

WOODY
We've gotta brace it with something!

Buzz and Jessie grab an old MOP and brace it against the walls. But it SNAPS in two like a twig.

Suddenly, Slinky points--

SLINKY
Look!

They all look. Eight feet above, a small square OPENING in the roof. Rex jumps up and down feebly.

*Slinky
Wags*

MR. POTATO HEAD
You can't jump that high, ya
knucklehead!

The walls close in. Buzz looks down and sees--

A can of REDI-WHIP. The words, "Caution. Contents under
pressure."

BUZZ
I have an idea.

He grabs the can and rubber-bands it to his back.

BUZZ (CONT'D)
Everybody grab hold!

They all grab hold.

BUZZ (CONT'D)
To infinity...

He POPS out his wings and flips down his visor--

EVERYBODY
(in unison)
...AND BEYOND!!!

Buzz eyes the opening in the roof and hits the valve on the
Redi-Whip can. A jet of fake whipped cream BLASTS out--

They're not flying.

Redi-Whip foams up around them. The can empties with a weak
FARTING SOUND. They stand there, waist-deep in Redi-Whip.
Buzz's wing lights blinking lamely.

MR. POTATO HEAD
Anybody else got any bright ideas?

The walls CRUSH in. Suddenly, from above, a familiar voice--

HEE-HEE (O.S.)
Looks like a very sticky situation
indeed.

They look up. Hee-Hee looks in from the opening in the roof.

REX
IT'S JACK CHALLENGER!!!

Woody stares in disbelief--

WOODY

Hee-Hee!

HAMM

Who who?

HEE-HEE

No time to explain. Hurry, my friends!

He lowers his yo-yo, and they scurry up. Hamm's the last one. The walls close in tight. He struggles to get free--

EXT. THE GARBAGE TRUCK - MORNING

Atop the speeding truck, the Toys pull with all their might--

And Hamm POPS out. A SPAM CAN is crushed around his butt.

MR. POTATO HEAD

Hey, check out lard-butt!

(he cracks up)

Now we know what's in Spam!

HAMM

Very funny. Very funny.

He pops his butt out of the can. It falls off the truck and clatters away across the road.

Woody looks at Hee-Hee.

WOODY

Hee-Hee, I never thought I'd say this. But boy, am I glad to see you.

Hee-Hee smiles.

HEE-HEE

The feeling is mutual, my friend.
The feeling is mutual.

Suddenly Jessie points--

JESSIE

Um...guys?

They're heading onto the FREEWAY.

The toys hold on for dear life as the wind whips by. Mr. Potato Head's HAT flies off. He reaches for it--

And falls over the edge.

WOODY
Potato Head!

Mr. Potato Head lands on the COMPACTOR LEVER at the back of the truck. It shifts down. The compressor CREAKS open--

And GARBAGE starts flying out.

CARS honk and dodge as the trash spills across the road.

INT. A FARM TRUCK - MORNING

A very old FARMER in a straw hat hunches over the wheel. A TALK SHOW blares from the radio--

RADIO SHOW CALLER
...there was a bright light, and my
uncle was gone! And the next
morning, all I seen was three big
circles, burned into my corn field!

RADIO SHOW HOST
Folks, I don't care what the
government says. There are aliens
among us!

Suddenly, GARBAGE starts bouncing off the windshield. A strange green slime SPLATS onto the glass.

The Farmer peers warily up into the sky.

EXT. THE GARBAGE TRUCK - MORNING

The Toys form a chain from the top of the truck, reaching for Mr. Potato Head.

MR. POTATO HEAD
Hurry!

Then a tub of SOUR CREAM hits him in the face, covering him.

MR. POTATO HEAD (CONT'D)
You gotta be kidding me!

Just then, the FARM TRUCK pulls up alongside the garbage truck. Loaded in the flatbed--

PIGS. Lots of pigs. As the two trucks race side by side, a SNOUT pokes out and sniffs Mr. Potato Head. He SCREAMS.

The Pigs get excited and start SNORTING, jostling each other out of the way to lick the sour cream off him.

MR. POTATO HEAD (CONT'D)
 Get away from me! Help! They think
 I'm a real potato!
 (to Hamm)
 You talk to 'em! They'll listen to
 you!

He starts GIGGLING uncontrollably.

MR. POTATO HEAD (CONT'D)
 Ooh! That tickles!

Buzz finally reaches him. He grabs Potato Head off the lever,
 and the Toys all hop down.

They teeter on the back of the speeding garbage truck.

WOODY
 We've gotta get off this thing, or
 we'll never get back to Andy!

He looks around, and grabs a PIZZA BOX from Pizza Planet.

WOODY (CONT'D)
 Guys. Get on board.

They all hop onto the pizza box and hang on tight.

WOODY (CONT'D)
 Here goes nothing.

WOODY AND BUZZ
 One. Two--

Hee-Hee looks down. A LOOSE PIECE OF HIS YARN is snagged on a
 rusty ironing board in the garbage truck.

HEE-HEE
 Oh no.

WOODY AND BUZZ
 --THREE!

They push off. The pizza box sails off the back of the truck,
 hits the road, and skids along like a sled.

JESSIE
 Yee-haaaa!

But Woody looks up, and his face falls--

Hee-Hee's still snagged on the garbage truck as it drives off
 ahead. Hee-Hee shrugs helplessly.

The pizza box slides to a stop. They all look at each other.

BUZZ

We can't just leave him.

Woody sets his jaw, determined.

WOODY

We're not going to.

He picks up his lasso and twirls it above his head. And as the Farm Truck WHIZZES by, he throws--

EXT. THE GARBAGE TRUCK - MORNING

Hee-Hee unsnags himself and looks around helplessly. Suddenly, the Farm Truck pulls up alongside. Behind it--

The Toys ride on the pizza box, skimming the pavement as it's dragged along.

Hee-Hee brightens.

REX

Jump, Jack Challenger! Jump!

HEE-HEE

It's too far!

Woody scurries to the REAR BUMPER and reaches out his hand.

WOODY

You can do it!

Hee-Hee takes a deep breath, and leaps--

Clasping Woody's hand in mid-air. He holds on tight, dangling inches above the speeding pavement.

WOODY (CONT'D)

Don't worry. I've got you.

He pulls Hee-Hee to safety. The Toys CHEER.

INT. THE FARM TRUCK - DAY

The Farmer glances in his rear-view mirror--

The PIZZA BOX fishtails into view. The Farmer sees Buzz, and his eyes go wide--

FARMER

It's an alien!

He SLAMS on the brakes. The Toys hang on for dear life, but Hamm catapults forward, soaring over the farm truck--

and lands splayed-out on the windshield. He SCREAMS. The Farmer SCREAMS. The Farm Truck spins out--

The pigs SQUEAL as the back gate swings open. The Toys SCREAM as the pizza box arcs underneath the truck, narrowly missing the tires. Hamm flies off the windshield and lands back on the pizza box.

The Farm Truck skids to a stop at the side of the road.

EXT. THE HIGHWAY - LATER

The PIGS mill around, snorting and blocking traffic for miles. The Farmer talks excitedly to a POLICEMAN--

FARMER

I'm tellin' you, aliens shrunk one of my pigs! 'Course you're from the government. So I guess you don't know anything about that.

POLICEMAN

No sir. I don't.

The sound of GIGGLING. Pan down--

EXT. A DRAINAGE DITCH - DAY

A PIG is licking the sour cream off Mr. Potato Head.

MR. POTATO HEAD

Stop it! I mean it now, bacon-brain!

Hee-Hee sticks out his hand to Woody.

HEE-HEE

You saved my life, Woody. Thank you.

Woody grins.

WOODY

Are you kidding? You don't think I'd let the world's greatest adventurer get carted off to the dump, do you?

Hee-Hee smiles. They shake.

REX

But how are we gonna get back?

Woody looks at Mr. Potato Head.

*Hamm
&
Pigs
mill*

WOODY
I have an idea.

EXT. A SUBURBAN STREET - MORNING

Close on Mr. Potato Head.

MR. POTATO HEAD
I'm gonna get you for this, Woody!

Pull back. Woody dangles Mr. Potato Head from a string tied to a stick. The Pig trots along at high speed, trying to lick him, as all the Toys ride on his back.

MR. POTATO HEAD (CONT'D)
Stupid pig.

HAMM
Actually, little known fact. The pig is more intelligent than all your other barnyard animals.

MR. POTATO HEAD
Big deal. All the other barnyard animals are idiots!

EXT. GRANDMA'S YARD - MORNING

As the Pig trots by with the Toys on his back, Angus eyes them from under furrowed brows.

ANGUS
This used to be a nice neighborhood.

He shakes his head sadly.

EXT. GRANDMA'S HOUSE - MORNING

The Toys all hop off. Woody unties Mr. Potato Head, and the pig starts licking off the rest of the sour cream--

MR. POTATO HEAD
Fine. Go ahead. Lick it off.
(beat)
Actually feels kinda good.

Suddenly, Rex turns around and SCREAMS--

Gladiola's standing there. The Toys bunch together, watching her warily.

BUZZ
I wouldn't try anything if I were you, Gladiola.

Gladiola hangs her head--

GLADIOLA

I'm not here to hurt you. I'm here to say I'm sorry.

WOODY

You're sorry?

GLADIOLA

Yeah. I just wanted things to stay the way they were. And when you all came along--

She glances at Hee-Hee.

GLADIOLA (CONT'D)

--I guess I got a little jealous.

Woody looks at her. His face softens.

GLADIOLA (CONT'D)

But I know it's wrong to make people disappear one by one, and put them in a garbage truck and send them off to the dump. I'm totally not like that usually.

She looks at them imploringly, her eyes full of tears--

GLADIOLA (CONT'D)

I'm really, really sorry.

The Toys all look at each other. They shrug.

REX

That's all right.

HAMM

Just don't do it again.

MR. POTATO HEAD

You gotta work on this whole jealousy issue, kiddo. It's gonna mess ya up.

Woody and Buzz look at each other. Gladiola looks at Hee-Hee and gives a little SNIFFLE.

GLADIOLA

I know you probably hate me now. So if you leave me here and go off with your new friends, I understand. I deserve it.

But Hee-Hee smiles.

HEE-HEE

My dear, you didn't have to go on a
killing spree to prove you love me.
I've known it all along.

Gladiola looks at him, surprised.

HEE-HEE (CONT'D)

You're wonderful, Gladiola. You're
creative and unique and weird and
full of life. And you have something
I've never had. The courage to be
yourself. Can't you see what I'm
saying? I love you. But I've always
been afraid to say so. Afraid you'd
see through my lies and see me for
what I am. Just a sad little sock
monkey.

Gladiola steps close to him, her button eyes shining.

GLADIOLA

But that's what I am too.

They embrace. We SWIRL around them as an orchestral version
of "Let's Get Physical" swells grandly--

FANTASY SEQUENCE.

Hee-Hee and Gladiola dance in the clouds, wheeling, gazing
happily into each other's eyes. Hee-Hee twirls her, and she
dances up a stairway of CLOUDS, balancing on tip-toe at the
very top--

END FANTASY SEQUENCE.

Gladiola balances on tip-toe on top of Rex's head. A look of
utter rapture on her face.

The other Toys look at her with eyebrows raised.

Hee-Hee helps her down. They turn to the other Toys--

HEE-HEE

Goodbye to all of you. And good
luck. And if you ever find
yourselves in a sticky situation...

WOODY

We'll be sure to call on you, Hee-
Hee.

Play.
Spit

HEE-HEE
(to Gladiola)
My scarf.

She goes to put it on him. But he takes it from her--

And drapes it gently across her shoulders. Then leads her back through the cat door into Grandma's house.

The Toys watch them go.

REX
(eyes welling up with
tears)
I love a happy ending.

HAMM
That guy better watch his back.

WOODY
Guys, let's get a move on.
Somebody's gonna be waking up soon.

INT. ANDY'S HOUSE - DAY

Andy BURSTS through the door carrying his backpack full of toys. His Mom right behind.

ANDY
Grandma's house is so cool! It's just like a haunted house! And she told me a ghost story, and I was so scared I almost couldn't sleep! And in the morning she showed me these crazy monkey toys! And she told me that sometimes at night, she sees them walking around!

Andy's Mom sighs--

ANDY'S MOM
That's Grandma for you.

Andy goes bounding up the stairs.

INT. ANDY'S ROOM - DAY

Andy pushes open the door and looks around in awe--

ANDY
Wow!

Andy's Mom comes in smiling.

ANDY'S MOM

How do you like your new room?

ANDY

It's great!

He leaps onto the NEW BED and jumps up and down. Andy's Mom points to NEW SHELVES arrayed with Andy's Toys.

ANDY'S MOM

Look. Now you'll have room for all your toys.

ANDY

All right!

He takes the Toys out of his backpack and shoves them onto the shelves. He throws Woody and Buzz onto the bed.

ANDY'S MOM

Let's get you some lunch.

Andy races out. His Mom sniffs the Toys and frowns--

ANDY'S MOM (CONT'D)

We've got to wash these things.

She leaves.

The other Toys gather around the Toys that went to Grandma's, welcoming them back. Mr. Potato Head hands Mrs. Potato head her lips. She pops them in, dips him, and gives him a kiss.

WHEEZY

How was Grandma's?

HAMM

Pretty uneventful. Series of disappearances. Tightening web of paranoia. High speed chase on a garbage truck. Some of these guys went a little crazy. Accused their best friends of being murderers.

He shakes his head sadly.

JESSIE

What are you talking about, pork rind? You went as crazy as the rest of us!

HAMM

I was *acting* crazy. All part of my plan to flush out the real killer.

Jessie groans and rubs her temples.

Bo Peep whispers something to Woody. He blushes and grins.

Buzz walks over to Woody--

BUZZ

I want you to know, Sheriff, from now on it's you and me, to infinity and beyond. Nothing, and no one, will ever come between us.

He starts to do the BUZZ/WOODY HANDSHAKE. But Woody looks uncomfortable.

WOODY

Um...actually, Buzz. I was just going to, um, take a little walk with Bo Peep here.

BUZZ

Terrific! I'll come with you.

WOODY

Well...it's sort of a two-person walk.

Buzz frowns.

BUZZ

Oh. Okay.

Woody claps Buzz on the shoulder and walks off with Bo Peep.

BUZZ (CONT'D)

I'll just...wait here.

Suddenly, Buzz looks down--

BUZZ (CONT'D)

Hey. Where's my utility belt?

He looks at them all. Everyone looks back innocently.

BUZZ (CONT'D)

Now listen. I had it a minute ago. I know one of you took it.

Nothing. Buzz sighs.

BUZZ (CONT'D)

Fine. Let's all close our eyes, and whoever took my belt, just put it back on the bed.

They all close their eyes.

BUZZ (CONT'D)

Okay?

They open their eyes. Buzz looks down--

BUZZ (CONT'D)

All right. Who took my jet pack?

Suddenly, Jessie cracks up. Buzz looks at her--

She has her hands behind her back. The edge of Buzz's JET PACK is just visible behind her. She arches an eyebrow at him. He quickly looks away.

JESSIE

(flirtatiously)

Well? Aren't you gonna question me?

BUZZ

What? Oh. Um. Regarding what?

JESSIE

A crime's been committed, Space Ranger. Don't you think you'd better investigate?

Suddenly, Buzz doesn't know what to do with his hands. He puts them on his hips, then crosses his arms, then puts them behind his back.

BUZZ

Oh. That. Um.

He accidentally hits a button and his visor snaps shut. His visor fills with steam. He fumbles with it.

BUZZ (CONT'D)

I seem to be having technical difficulties.

He stumbles, and he and Jessie go tumbling off the bed. They land on the floor with a WHUMP. She POPS his visor open.

BUZZ (CONT'D)

(nervously)

Uh-oh.

Rex stands nearby, his eyes still shut.

REX

Can we open our eyes yet?

JESSIE

Not yet.

She leans down, giggling, to kiss Buzz.

THE END.